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AMENDMENTS

22 - 104

Draft opinion

Vicky Ford

(PE578.848v01-00)

Prospectus to be published when securities are offered to the public or admitted to trading

Proposal for a regulation

(COM(2015)0583 – C8-0375/2015 – 2015/0268(COD))

Amendment 22

Maria Grapini, Marlene Mizzi

Proposal for a regulation

Recital 1

Text proposed by the Commission

(1) This Regulation constitutes an essential step towards the completion of the Capital Markets Union as set out in the Communication from the Commission to the European Parliament, the Council, the European Economic and Social Committee and the Committee of the Regions, entitled 'Action Plan on Building a Capital Markets Union' of 30 September 2015. The aim of the Capital Markets Union is to help businesses tap into more diverse sources of capital from anywhere within the European Union (hereinafter 'the Union'), make markets work more efficiently and offer investors and savers additional opportunities to put their money to work, in order to enhance growth and create jobs.

Amendment

(1) This Regulation constitutes an essential step towards the completion of the Capital Markets Union as set out in the Communication from the Commission to the European Parliament, the Council, the European Economic and Social Committee and the Committee of the Regions, entitled 'Action Plan on Building a Capital Markets Union' of 30 September 2015. The aim of the Capital Markets Union is to help businesses tap into more diverse sources of capital from anywhere within the European Union (hereinafter 'the Union'), make markets work more efficiently and offer investors and savers additional opportunities to put their money to work, in order to enhance growth and create jobs, *in particular for SMEs;*

Or. en

Amendment 23

Pascal Arimont

Proposal for a regulation

Recital 3

Text proposed by the Commission

(3) Disclosure of information in case of offers of securities to the public or admission of securities to trading on a regulated market is vital to protect investors by **removing** asymmetries of information between them and issuers. Harmonising this disclosure allows for the establishment of a cross-border passport

Amendment

(3) Disclosure of information in case of offers of securities to the public or admission of securities to trading on a regulated market is vital to protect investors by **reducing** asymmetries of information between them and issuers. Harmonising this disclosure allows for the establishment of a cross-border passport

mechanism which facilitates the effective functioning of the internal market in a wide variety of securities.

mechanism which facilitates the effective functioning of the internal market in a wide variety of securities.

Or. en

Amendment 24

Maria Grapini, Marlene Mizzi

Proposal for a regulation

Recital 7

Text proposed by the Commission

(7) The aim of this Regulation is to ensure investor protection and market efficiency, while enhancing the single market for capital. The provision of information which, according to the nature of the issuer and of the securities, is necessary to enable investors to make an informed investment decision ensures, together with rules on the conduct of business, the protection of investors. Moreover, such information provides an effective means of increasing confidence in securities and thus of contributing to the proper functioning and development of securities markets. The appropriate way to make this information available is to publish a prospectus.

Amendment

(7) The aim of this Regulation is to ensure investor protection and market efficiency, while enhancing the single market for capital ***and facilitating the access of SMEs to it.*** The provision of information which, according to the nature of the issuer and of the securities, is necessary to enable investors to make an informed investment decision ensures, together with rules on the conduct of business, the protection of investors. Moreover, such information provides an effective means of increasing confidence in securities and thus of contributing to the proper functioning and development of securities markets. The appropriate way to make this information available is to publish a prospectus.

Or. en

Amendment 25

Pascal Arimont

Proposal for a regulation

Recital 12

Text proposed by the Commission

(12) For offers of securities to the public ***of a*** consideration ***below EUR 500 000***, the

Amendment

(12) For offers of securities to the public ***with a total*** consideration ***in the Union of***

cost of producing a prospectus in accordance with this Regulation is likely to be disproportionate to the envisaged proceeds of the offer. It is therefore appropriate that the requirement to draw up a prospectus under this Regulation should not apply to offers of such small scale. Member States should refrain *to impose* at national level disclosure requirements which would constitute a disproportionate or unnecessary burden in relation to such offers and thus increase fragmentation of the internal market.

less than EUR 1 000 000, the cost of producing a prospectus in accordance with this Regulation is likely to be disproportionate to the envisaged proceeds of the offer. It is therefore appropriate that the requirement to draw up a prospectus under this Regulation should not apply to offers of such small scale. Member States *can request issuers to provide a document, not subject to prior approval, describing the offer and setting out the general information relating to the issuer.* Member States should *however* refrain *from imposing* at national level disclosure requirements which would constitute a disproportionate or unnecessary burden in relation to such offers and thus increase fragmentation of the internal market.

Or. en

Amendment 26 **Pascal Arimont**

Proposal for a regulation **Recital 13**

Text proposed by the Commission

(13) *Where offers of securities to the public are addressed only to domestic investors in one Member State, and thus have no cross-border effects, and where such offers do not exceed a total consideration of EUR 10 000 000, the passport mechanism under this Regulation is not needed and drawing up a prospectus may represent a disproportionate cost. Therefore it is appropriate to allow Member States to decide to exempt such kinds of offers from the prospectus obligation set out in this Regulation, taking into account the level of domestic investor protection they deem to be appropriate. In particular, Member States should be free to set out in their national law the threshold between EUR*

Amendment

(13) *For offers of securities to the public with a total consideration not exceeding EUR 5 000 000, issuers should be entitled to draw up a prospectus in accordance with Article 15. Once approved, such prospectuses should benefit from the passporting regime under this Regulation and should therefore be valid for the offer to the public in any number of host Member states.*

500 000 and EUR 10 000 000, expressed as the total consideration of the offer over a period of 12 months, from which this exemption should apply.

Or. en

Amendment 27

Sergio Gaetano Cofferati, Virginie Rozière

Proposal for a regulation

Recital 13

Text proposed by the Commission

(13) Where offers of securities to the public are addressed only to domestic investors in one Member State, and thus have no cross-border effects, and where such offers do not exceed a total consideration of **EUR 10 000 000**, the passport mechanism under this Regulation is not needed and drawing up a prospectus may represent a disproportionate cost. Therefore it is appropriate to allow Member States to decide to exempt such kinds of offers from the prospectus obligation set out in this Regulation, taking into account the level of domestic investor protection they deem to be appropriate. In particular, Member States should be free to set out in their national law the threshold between EUR 500 000 and **EUR 10 000 000**, expressed as the total consideration of the offer over a period of 12 months, from which this exemption should apply.

Amendment

(13) Where offers of securities to the public are addressed only to domestic investors in one Member State, and thus have no cross-border effects, and where such offers do not exceed a total consideration of **EUR 5 000 000**, the passport mechanism under this Regulation is not needed and drawing up a prospectus may represent a disproportionate cost. Therefore it is appropriate to allow Member States to decide to exempt such kinds of offers from the prospectus obligation set out in this Regulation, taking into account the level of domestic investor protection they deem to be appropriate. In particular, Member States should be free to set out in their national law the threshold between EUR 500 000 and **EUR 5 000 000**, expressed as the total consideration of the offer over a period of 12 months, from which this exemption should apply.

Or. en

Amendment 28

Antanas Guoga

Proposal for a regulation

Recital 21

Text proposed by the Commission

(21) Harmonisation of the information contained in the prospectus should provide equivalent investor protection at Union level. In order to enable investors to make an informed investment decision, that information should be sufficient and objective including with regard to the financial circumstances of the issuer and the rights attaching to the securities, and should be provided in an easily analysable, succinct and comprehensible form. Those requirements should apply to all types of prospectuses drawn up in accordance with this Regulation, including those following the *minimum* disclosure requirements for secondary issuances and for SMEs. A prospectus should not contain information which is not *material or* specific to the issuer and the securities concerned, as this could obscure the information relevant to the investment decision and thus undermine investor protection.

Amendment

(21) Harmonisation of the information contained in the prospectus should provide equivalent investor protection at Union level. In order to enable investors to make an informed investment decision, that information should be sufficient and objective including with regard to the financial circumstances of the issuer and the rights attaching to the securities, and should be provided in an easily analysable, succinct and comprehensible form. Those requirements should apply to all types of prospectuses drawn up in accordance with this Regulation, including those following the *simplified* disclosure requirements for secondary issuances and for SMEs. A prospectus should not contain information which is not specific to the issuer and the securities concerned, as this could obscure the information relevant to the investment decision and thus undermine investor protection.

Or. en

Amendment 29

Sergio Gaetano Cofferati, Nicola Danti, Virginie Rozière

Proposal for a regulation

Recital 22

Text proposed by the Commission

(22) The summary of the prospectus should be a useful source of information for investors, in particular retail investors. It should be a self-contained part of the prospectus and should focus on key information that investors need in order to be able to decide which offers and admissions to trading of securities to consider further. Such key information should convey the essential characteristics of, and risks associated with, the issuer,

Amendment

(22) The summary of the prospectus should be a useful source of information for investors, in particular retail investors. It should be a self-contained part of the prospectus and should focus on key information that investors need, ***based on the targets established by Regulation (EU) No 1286/2014 of the European Parliament and of the Council on key information documents for packaged retail and insurance-based investment***

any guarantor, and the securities offered or admitted to trading on a regulated market. It should also provide the general terms and conditions of the offer. In particular, the presentation of risk factors in the summary should consist of a limited selection of specific risks which the issuer considers to be the most material ones.

products (PRIIPs), in order to be able to decide which offers and admissions to trading of securities to consider further. Such key information should convey the essential characteristics of, and risks associated with, the issuer, any guarantor, and the securities offered or admitted to trading on a regulated market. It should also provide the general terms and conditions of the offer. In particular, the presentation of risk factors in the summary should consist of a limited selection of specific risks which the issuer considers to be the most material ones.

Or. en

Amendment 30
Maria Grapini, Marlene Mizzi

Proposal for a regulation
Recital 22

Text proposed by the Commission

(22) The summary of the prospectus should be a useful source of information for investors, in particular retail investors. It should be a self-contained part of the prospectus and should focus on key information that investors need in order to be able to decide which offers and admissions to trading of securities to consider further. Such key information should convey the essential characteristics of, and risks associated with, the issuer, any guarantor, and the securities offered or admitted to trading on a regulated market. It should also provide the general terms and conditions of the offer. In particular, the presentation of risk factors in the summary should consist of a limited selection of specific risks which the issuer considers to be the most material ones.

Amendment

(22) The summary of the prospectus should be a useful source of information for investors, in particular retail investors **and SMEs**. It should be a self-contained part of the prospectus and should focus on key information that investors need in order to be able to decide which offers and admissions to trading of securities to consider further. Such key information should convey the essential characteristics of, and risks associated with, the issuer, any guarantor, and the securities offered or admitted to trading on a regulated market. It should also provide the general terms and conditions of the offer. In particular, the presentation of risk factors in the summary should consist of a limited selection of specific risks which the issuer considers to be the most material ones.

Or. en

Amendment 31
Maria Grapini

Proposal for a regulation
Recital 24

Text proposed by the Commission

(24) To ensure the uniform structure of the prospectus summary, general sections and sub-headings should be provided, with indicative contents which the issuer should fill in with brief, narrative descriptions including figures where appropriate. ***As long as they present it in a fair and balanced way, issuers should be given discretion to select the information that they deem to be material and meaningful.***

Amendment

(24) To ensure the uniform structure of the prospectus summary, general sections and sub-headings should be provided, with indicative contents, which the issuer should fill in with brief, narrative descriptions including figures where appropriate.

Or. en

Justification

The summary is a key element for retail investors and the requirements for the summary should align with those on Key Information Note provided by the Regulation (EU) No 1286/2014 of the European Parliament and of the Council on key information documents for packaged retail and insurance-based investment products (PRIIPs).

Amendment 32
Maria Grapini

Proposal for a regulation
Recital 33

Text proposed by the Commission

(33) An issuer which has filed and received approval for a universal registration document for ***three*** consecutive years can be considered well-known to the competent authority. All subsequent universal registration documents should therefore be allowed to be filed without prior approval and reviewed on an ex-post basis by the

Amendment

(33) An issuer which has filed and received approval for a universal registration document for ***four*** consecutive years can be considered well-known to the competent authority. All subsequent universal registration documents should therefore be allowed to be filed without prior approval and reviewed on an ex-post basis by the competent authority where that

competent authority where that competent authority deems it necessary. Each competent authority should decide the frequency of such review taking into account for example its assessment of the risks of the issuer, the quality of its past disclosures, or the length of time elapsed since a filed universal registration document has been last reviewed.

competent authority deems it necessary. Each competent authority should decide the frequency of such review taking into account for example its assessment of the risks of the issuer, the quality of its past disclosures, or the length of time elapsed since a filed universal registration document has been last reviewed.

Or. en

Amendment 33 **Antanas Guoga**

Proposal for a regulation **Recital 43**

Text proposed by the Commission

(43) One of the core objectives of the Capital Markets Union is to facilitate access to financing on capital markets for SMEs in the Union. As such companies usually need to raise relatively lower amounts than other issuers, the cost of drawing up a prospectus can be disproportionately high and may deter them from offering their securities to the public. At the same time, because of their size and shorter track record, SMEs might carry a higher investment risk than larger issuers and should disclose sufficient information for investors to take their investment decision. A proper balance should therefore be struck between the cost-efficient access to financial markets and investor protection when calibrating the content of a prospectus applying to SMEs and a specific disclosure regime should therefore be developed for SMEs to achieve that objective.

Amendment

(43) One of the core objectives of the Capital Markets Union is to facilitate access to financing on capital markets for SMEs ***which are the main driver of the EU economy*** in the Union. As such companies usually need to raise relatively lower amounts than other issuers, the cost of drawing up a prospectus can be disproportionately high and ***complicated administrative procedures*** may deter them from offering their securities to the public. At the same time, because of their size and shorter track record, SMEs might carry a higher investment risk than larger issuers and should disclose sufficient information for investors to take their investment decision. A proper balance should therefore be struck between the cost-efficient access to financial markets and investor protection when calibrating the content of a prospectus applying to SMEs and a specific disclosure regime should therefore be developed for SMEs to achieve that objective.

Or. en

Amendment 34
Antanas Guoga

Proposal for a regulation
Recital 44

Text proposed by the Commission

(44) The *minimum* information required to be disclosed by SMEs under the specific disclosure regime should *be calibrated in a way that focuses* on information that is material and relevant for companies of such size and their investors, *and* should aim at ensuring proportionality between the size of the company and its fundraising needs, on the one hand, and the cost of producing a prospectus, on the other hand. In order to ensure SMEs can draw up prospectuses without incurring costs that are not proportionate to their size, and thus the size of their fundraising, the specific disclosure regime for SMEs should be more flexible than that applying to companies on regulated markets to the extent compatible with ensuring that the key information necessary to the investors is disclosed.

Amendment

(44) The *reduced* information required to be disclosed by SMEs under the specific disclosure regime should *focus* on information that is material and relevant for companies of such size and their investors. *It* should aim at ensuring proportionality between the size of the company and its fundraising needs, on the one hand, and the cost of producing a prospectus, on the other hand. In order to ensure SMEs can draw up prospectuses without incurring costs that are not proportionate to their size, and thus the size of their fundraising, the specific disclosure regime for SMEs should be more flexible than that applying to companies on regulated markets to the extent compatible with ensuring that the key information necessary to the investors is disclosed.

Or. en

Amendment 35
Antanas Guoga

Proposal for a regulation
Recital 47

Text proposed by the Commission

(47) *Favourable treatments granted to issuances of non-equity securities with a denomination per unit in excess of EUR 100 000 may distort the structure of debt markets, create impediments to proper diversification of portfolios and to the*

Amendment

deleted

development of electronic trading platforms, thus undermining liquidity on the secondary market, and may reduce investment choice for retail investors by depriving them of the opportunity to acquire investment-grade corporate bonds. It is therefore appropriate to remove the prospectus exemption for offers of non-equity securities whose denomination per unit amounts to at least EUR 100 000 and the lower standard of disclosure granted to prospectuses concerning such non-equity securities, featured originally in Directive 2003/71/EC. In particular, it is appropriate to unify the minimum information requirements for non-equity prospectuses, thereby replacing the dual standard of disclosure between issuances targeting qualified investors only and issuances targeting non-qualified investors.

Or. en

Amendment 36
Pascal Arimont, Andreas Schwab

Proposal for a regulation
Recital 47

Text proposed by the Commission

Amendment

(47) Favourable treatments granted to issuances of non-equity securities with a denomination per unit in excess of EUR 100 000 may distort the structure of debt markets, create impediments to proper diversification of portfolios and to the development of electronic trading platforms, thus undermining liquidity on the secondary market, and may reduce investment choice for retail investors by depriving them of the opportunity to acquire investment-grade corporate bonds. It is therefore appropriate to remove the prospectus exemption for

deleted

offers of non-equity securities whose denomination per unit amounts to at least EUR 100 000 and the lower standard of disclosure granted to prospectuses concerning such non-equity securities, featured originally in Directive 2003/71/EC. In particular, it is appropriate to unify the minimum information requirements for non-equity prospectuses, thereby replacing the dual standard of disclosure between issuances targeting qualified investors only and issuances targeting non-qualified investors.

Or. en

Amendment 37
Maria Grapini, Marlene Mizzi

Proposal for a regulation
Recital 49

Text proposed by the Commission

(49) Omission of sensitive information in a prospectus should be allowed in certain circumstances by means of a derogation granted by the competent authority in order to avoid detrimental situations for an issuer.

Amendment

(49) Omission of sensitive information in a prospectus should be allowed in certain circumstances by means of a derogation granted by the competent authority in order to avoid detrimental situations for an issuer, ***provided that the omission of such information is not likely to mislead the public with regard to facts and circumstances essential for an informed assessment of the issuer, offeror or guarantor.***

Or. en

Justification

The recital should align with the correspondent Article of the proposal (Article 17 paragraph 2-b)

Amendment 38
Antanas Guoga

Proposal for a regulation
Recital 53

Text proposed by the Commission

(53) Not all issuers have access to adequate information and guidance about the scrutiny and approval process and the necessary steps to follow to get a prospectus approved, as different approaches by competent authorities exist in Member States. This Regulation should eliminate those differences by harmonising the rules applying to the scrutiny and approval process in order to ensure that all competent authorities take a convergent approach when scrutinising the completeness, consistency and comprehensibility of the information contained in a prospectus. Guidance on how to seek approval of a prospectus should be publicly available on the websites of the competent authorities. ESMA should play a key role in fostering supervisory convergence in this field by using its powers under Regulation (EU) No 1095/2010 of the European Parliament and of the Council¹³. In particular, ESMA should conduct peer reviews covering activities of the competent authorities under this Regulation within an appropriate time-frame before the review of this Regulation and in accordance with Regulation (EU) No 1095/2010.

¹³ Regulation (EU) No 1095/2010 of the European Parliament and of the Council of 24 November 2010 establishing a European Supervisory Authority (European Securities and Markets Authority),

Amendment

(53) Not all issuers have access to adequate information and guidance about the scrutiny and approval process and the necessary steps to follow to get a prospectus approved, as different approaches by competent authorities exist in Member States. This Regulation should eliminate those differences by harmonising the rules applying to the scrutiny and approval process in order to ensure that all competent authorities take a convergent approach when scrutinising the completeness, consistency and comprehensibility of the information contained in a prospectus. Guidance on how to seek approval of a prospectus should be publicly available on the websites of the competent authorities. ESMA should play a key role in fostering supervisory convergence in this field by using its powers under Regulation (EU) No 1095/2010 of the European Parliament and of the Council¹³. In particular, ESMA should conduct peer reviews covering activities of the competent authorities under this Regulation within an appropriate time-frame before the review of this Regulation and in accordance with Regulation (EU) No 1095/2010. ***ESMA should create an online platform in order to simplify the prospectus process, its procedures, and make the information easily accessible through the monitoring and approval stages.***

¹³ Regulation (EU) No 1095/2010 of the European Parliament and of the Council of 24 November 2010 establishing a European Supervisory Authority (European Securities and Markets Authority),

amending Decision No 716/2009/EC and
repealing Commission Decision
2009/77/EC, (OJ L 331, 15.12.2010, p. 84)

amending Decision No 716/2009/EC and
repealing Commission Decision
2009/77/EC, (OJ L 331, 15.12.2010, p. 84)

Or. en

Amendment 39
Maria Grapini

Proposal for a regulation
Recital 58 a (new)

Text proposed by the Commission

Amendment

(58a) The time-limits within which an issuer must publish a supplement to the prospectus and within which investors have a right to withdraw their acceptance of the offer following the publication of a supplement should be the same in order to assure impartiality.

Or. en

Amendment 40
Maria Grapini

Proposal for a regulation
Recital 64

Text proposed by the Commission

Amendment

(64) For the purpose of detecting infringements of this Regulation, it is necessary for competent authorities to be able to access sites other than the private residences of natural persons in order to seize documents. The access to such premises is necessary when there is reasonable suspicion that documents and other data related to the subject matter of an inspection or investigation exist and may be relevant to prove an infringement of this Regulation. Additionally the access to such premises is necessary where: the

(64) For the purpose of detecting infringements of this Regulation, it is necessary for competent authorities to be able to access sites other than the private residences of natural persons in order to seize documents. The access to such premises is necessary when there is reasonable suspicion that documents and other data related to the subject matter of an inspection or investigation exist and may be relevant to prove an infringement of this Regulation, ***without violating property rights and field specific***

person to whom a demand for information has already been made fails to comply with it; or where there are reasonable grounds for believing that if a demand were to be made, it would not be complied with, or that the documents or information to which the information requirement relates, would be removed, tampered with or destroyed.

legislation. Additionally the access to such premises is necessary where: the person to whom a demand for information has already been made fails to comply with it; or where there are reasonable grounds for believing that if a demand were to be made, it would not be complied with, or that the documents or information to which the information requirement relates, would be removed, tampered with or destroyed.

Or. en

Amendment 41
Evelyne Gebhardt

Proposal for a regulation
Article 1 – paragraph 3 – point b

Text proposed by the Commission

(b) an offer of securities addressed to fewer than **150** natural or legal persons per Member State, other than qualified investors;

Amendment

(b) an offer of securities addressed to fewer than **100** natural or legal persons per Member State, other than qualified investors;

Or. en

Amendment 42
Antanas Guoga

Proposal for a regulation
Article 1 – paragraph 3 – point b

Text proposed by the Commission

(b) an offer of securities addressed to fewer than **150** natural or legal persons per Member State, other than qualified investors;

Amendment

(b) an offer of securities addressed to fewer than **500** natural or legal persons per Member State, other than qualified investors;

Or. en

Amendment 43

Maria Grapini

Proposal for a regulation

Article 1 – paragraph 3 – point b

Text proposed by the Commission

(b) an offer of securities addressed to fewer than **150** natural or legal persons per Member State, other than qualified investors;

Amendment

(b) an offer of securities addressed to fewer than **120** natural or legal persons per Member State, other than qualified investors;

Or. en

Amendment 44

Pascal Arimont, Andreas Schwab

Proposal for a regulation

Article 1 – paragraph 3 – point c a (new)

Text proposed by the Commission

Amendment

(ca) an offer of securities whose denomination per unit amounts to at least EUR 100 000;

Or. en

Amendment 45

Pascal Arimont

Proposal for a regulation

Article 1 – paragraph 3 – point d

Text proposed by the Commission

(d) an offer of securities with a total consideration in the Union of less than **EUR 500 000**, which shall be calculated over a period of 12 months;

Amendment

(d) an offer of securities with a total consideration in the Union of less than **EUR 1 000 000**, which shall be calculated over a period of 12 months;

Or. en

Amendment 46
Evelyne Gebhardt

Proposal for a regulation
Article 1 – paragraph 3 – point d

Text proposed by the Commission

(d) an offer of securities with a total consideration in the Union of less than **EUR 500 000**, which shall be calculated over a period of 12 months;

Amendment

(d) an offer of securities with a total consideration in the Union of less than **EUR 100 000**, which shall be calculated over a period of 12 months;

Or. en

Amendment 47
Maria Grapini

Proposal for a regulation
Article 1 – paragraph 3 – point d

Text proposed by the Commission

(d) an offer of securities with a total consideration in the Union of less than **EUR 500 000**, which shall be calculated over a period of 12 months;

Amendment

(d) an offer of securities with a total consideration in the Union of less than **EUR 400 000**, which shall be calculated over a period of 12 months;

Or. en

Justification

Lowering the threshold would assure a better protection for consumers.

Amendment 48
Sergio Gaetano Cofferati, Virginie Rozière

Proposal for a regulation
Article 1 – paragraph 3 – point d

Text proposed by the Commission

(d) an offer of securities with a total consideration in the Union of less than **EUR 500 000**, which shall be calculated

Amendment

(d) an offer of securities with a total consideration in the Union of less than **EUR 100 000**, which shall be calculated

over a period of 12 months;

over a period of 12 months;

Or. en

Amendment 49

Maria Grapini, Evelyne Gebhardt

Proposal for a regulation

Article 1 – paragraph 4 – point c

Text proposed by the Commission

(c) shares issued in substitution for shares of the same class already admitted to trading on the same regulated market, where the issuing of such shares does not involve any increase in the issued capital;

Amendment

(c) shares issued in substitution for shares of the same class already admitted to trading on the same regulated market, where the issuing of such shares does not involve any increase in the issued capital, ***and providing that those shares have the same characteristics as the ones they replace.***

Or. en

Justification

It should be clarified if the concept of "same class" implies the same securities characteristics.

Amendment 50

Pascal Arimont

Proposal for a regulation

Article 3 – paragraph 1 a (new)

Text proposed by the Commission

Amendment

1a. Issuers shall be entitled to draw up a prospectus under the proportionate disclosure regime set out in Article 15 for offers of securities to the public with a total consideration not exceeding EUR 5 000 000 calculated over a period of 12 months.

A prospectus approved pursuant to Article

15 shall be valid for any offer of securities to the public in any number of host Member States under the conditions set out in Article 23.

Or. en

Justification

In order to move to a genuine European capital market, maximum harmonization should be the aim when it comes to prospectus rules. An EU prospectus regime, whereby the same disclosure standards are applied across the EU would contribute to ensuring the same level of investor protection and would help creating a level playing field for financial service providers. A full harmonisation at EU level would therefore be beneficial in areas currently left to Member States discretion (prospectus exemption for domestic offers). Up to a certain threshold the disclosure requirements could be lowered (i.e. proportionate;) and by setting the threshold comparatively low there is no need to distinguish between SMEs and non-SMEs (please see proposals for Art.15). In practice, this proportionate disclosure regime (simplified prospectus) would mostly benefit SMEs without discriminating non-SMEs.

Amendment 51 Pascal Arimont

Proposal for a regulation Article 3 – paragraph 2

Text proposed by the Commission

Amendment

2. A Member State may exempt offers of securities to the public from the prospectus requirement of paragraph 1 provided that: **deleted**

(a) the offer is made only in that Member State, and

(b) the total consideration of the offer is less than a monetary amount calculated over a period of 12 months, which shall not exceed EUR 10 000 000.

Member States shall notify the Commission and ESMA of the exercise of the option under this paragraph, including the consideration of the offer chosen below which the exemption for domestic offers applies.

Amendment 52
Antanas Guoga

Proposal for a regulation
Article 3 – paragraph 2 – point b

Text proposed by the Commission

(b) the total consideration of the offer is less than a monetary amount calculated over a period of 12 months, which shall not exceed **EUR 10 000 000**.

Amendment

(b) the total consideration of the offer is less than a monetary amount calculated over a period of 12 months, which shall not exceed **EUR 20 000 000 in the Union, and**

Or. en

Amendment 53
Sergio Gaetano Cofferati, Virginie Rozière

Proposal for a regulation
Article 3 – paragraph 2 – point b

Text proposed by the Commission

(b) the total consideration of the offer is less than a monetary amount calculated over a period of 12 months, which shall not exceed **EUR 10 000 000**.

Amendment

(b) the total consideration of the offer is less than a monetary amount calculated over a period of 12 months, which shall not exceed **EUR 5 000 000**.

Or. en

Amendment 54
Maria Grapini

Proposal for a regulation
Article 3 – paragraph 2 – point b

Text proposed by the Commission

(b) the total consideration of the offer is less than a monetary amount calculated over a period of 12 months, which shall not

Amendment

(b) the total consideration of the offer is less than a monetary amount calculated over a period of 12 months, which shall not

exceed **EUR 10 000 000**.

exceed **EUR 8 000 000**.

Or. en

Justification

Lowering the threshold to EUR 8 000 000 would offer a better access to investors on the market.

Amendment 55
Evelyne Gebhardt

Proposal for a regulation
Article 3 – paragraph 2 – point b

Text proposed by the Commission

(b) the total consideration of the offer is less than a monetary amount calculated over a period of 12 months, which shall not exceed **EUR 10 000 000**.

Amendment

(b) the total consideration of the offer is less than a monetary amount calculated over a period of 12 months, which shall not exceed **EUR 5 000 000**.

Or. en

Amendment 56
Pascal Arimont

Proposal for a regulation
Article 3 – paragraph 2 – subparagraph 2

Text proposed by the Commission

Member States shall notify the Commission and ESMA of the exercise of the option under this paragraph, including the consideration of the offer chosen below which the exemption for domestic offers applies.

Amendment

deleted

Or. en

Amendment 57
Antanas Guoga

Proposal for a regulation
Article 3 – paragraph 2 – subparagraph 2 a (new)

Text proposed by the Commission

Amendment

The Commission shall harmonise the rules based on which this consideration shall be drafted.

Or. en

Amendment 58
Antanas Guoga

Proposal for a regulation
Article 3 – paragraph 2 – subparagraph 2 b (new)

Text proposed by the Commission

Amendment

The Commission shall supervise and prevent that by such actions Member States do not hamper the fragmentation of the single market.

Or. en

Amendment 59
Maria Grapini

Proposal for a regulation
Article 5 – paragraph 2

Text proposed by the Commission

Amendment

No additional prospectus shall be required in any such subsequent resale of securities or final placement of securities through financial intermediaries as long as a valid prospectus is available in accordance with Article 12 and the issuer or the person responsible for drawing up such prospectus consents to its use by means of a written

No additional prospectus shall be required in any such subsequent resale of securities or final placement of securities through financial intermediaries as long as a valid prospectus is available in accordance with Article 12 and **Article 22 and** the issuer or the person responsible for drawing up such prospectus consents to its use by means of

agreement.

a written agreement.

Or. en

Amendment 60
Maria Grapini, Evelyne Gebhardt

Proposal for a regulation
Article 6 – paragraph 1

Text proposed by the Commission

1. Without prejudice to Article 14(2) and Article 17(2), the prospectus shall contain the information which, according to the particular nature of the issuer and of the securities offered to the public or admitted to trading on a regulated market, is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profit and losses, *and prospects* of the issuer and of any guarantor, and of the rights attaching to such securities. That information shall be presented in an easily analysable, succinct and comprehensible form.

Amendment

1. Without prejudice to Article 14(2) and Article 17(2), the prospectus shall contain the information which, according to the particular nature of the issuer and of the securities offered to the public or admitted to trading on a regulated market, is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profit and losses, *three years financial projections* of the issuer and of any guarantor, and of the rights attaching to such securities. That information shall be presented in an easily analysable, succinct and comprehensible form.

Or. en

Amendment 61
Antanas Guoga

Proposal for a regulation
Article 7 – paragraph 1

Text proposed by the Commission

1. The prospectus shall include a summary providing the key information that investors need in order to understand the nature and the risks of the issuer, the guarantor and the securities that are being offered or admitted to trading on a regulated market, and that, when read

Amendment

1. The prospectus shall include a summary providing the key information that investors need in order to understand the nature and the risks of the issuer, the guarantor and the securities that are being offered or admitted to trading on a regulated market, and that, when read

together with the other parts of the prospectus, *aids* investors when considering whether to invest in such securities.

together with the other parts of the prospectus, *shall aid* investors when considering whether to invest in such securities.

Or. en

Amendment 62
Pascal Arimont, Andreas Schwab

Proposal for a regulation
Article 7 – paragraph 1 a (new)

Text proposed by the Commission

Amendment

1a. By way of derogation from the first subparagraph, where the prospectus relates to the admission to trading on a regulated market of non-equity securities having a denomination of at least EUR 100 000, there shall be no requirement to provide a summary.

Or. en

Amendment 63
Maria Grapini, Nicola Danti, Marlene Mizzi

Proposal for a regulation
Article 7 – paragraph 2

Text proposed by the Commission

Amendment

2. The content of the summary shall be accurate, fair, clear and not misleading. It shall be consistent with the other parts of the prospectus.

2. The content of the summary shall be accurate, fair, clear and not misleading *and containing all relevant information*. It shall be consistent with the other parts of the prospectus.

Or. en

Amendment 64
Maria Grapini

Proposal for a regulation
Article 7 – paragraph 3 – introductory part

Text proposed by the Commission

3. The summary shall be drawn up as a short document written in a concise manner and of a maximum of **six** sides of A4-sized paper when printed. It shall:

Amendment

3. The summary shall be drawn up as a short document written in a concise manner and of a maximum of **eight** sides of A4-sized paper when printed. It shall:

Or. en

Justification

This amendment takes into account the view of the Rapporteur while still keeping a defined maximum length. As an alternative, the original COM proposal should be kept.

Amendment 65
Andreas Schwab, Pascal Arimont

Proposal for a regulation
Article 7 – paragraph 3 – introductory part

Text proposed by the Commission

3. The summary shall be drawn up as a short document written in a concise manner **and of a maximum of six sides of A4-sized paper when printed**. It shall:

Amendment

3. The summary shall be drawn up as a short document written in a concise manner. It shall:

Or. en

Justification

The requirement to limit the summary to a maximum of six pages is not adequate, as in many cases it can be too short to give an overview of all relevant information.

Amendment 66
Antanas Guoga

Proposal for a regulation
Article 7 – paragraph 4 – point a

Text proposed by the Commission

(a) an introduction containing warnings;

Amendment

(a) an introduction containing warnings ***that include a possible loss of their investment if this would occur;***

Or. en

Amendment 67
Pascal Arimont

Proposal for a regulation
Article 7 – paragraph 5 – introductory part

Text proposed by the Commission

5. The *introduction of the summary* shall contain the name of the securities, the identity and contact details of the issuer, the offeror or the person seeking admission, the identity and contact details of the home competent authority and the date of the document. It shall contain warnings that:

Amendment

5. The *section referred to in point (a) of paragraph 4* shall contain ***the following information:*** the name of the securities, the identity and contact details of the issuer, the offeror or the person seeking admission, the identity and contact details of the home competent authority and the date of the document. It shall contain warnings that:

Or. en

Amendment 68
Maria Grapini, Nicola Danti

Proposal for a regulation
Article 7 – paragraph 5 – point d

Text proposed by the Commission

(d) civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent when read together with the other parts of the prospectus, or where it does not provide, ***when read together with the other parts of***

Amendment

(d) civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent when read together with the other parts of the prospectus, or where it does not provide key information in order to aid investors

the prospectus, key information in order to aid investors when considering whether to invest in such securities.

when considering whether to invest in such securities.

Or. en

Justification

The summary is a key element for retail investors and the requirements for the summary should align with those on Key Information Note provided by the Regulation (EU) No 1286/2014 of the European Parliament and of the Council on key information documents for packaged retail and insurance-based investment products (PRIIPs).

Amendment 69

Pascal Arimont, Andreas Schwab

Proposal for a regulation

Article 7 – paragraph 6 – point c

Text proposed by the Commission

(c) under a sub-section titled 'What are the key risks that are specific to the issuer?' a brief description of ***no more than five of*** the most material risk factors specific to the issuer ***contained in the category of highest materiality according to Article 16.***

Amendment

(c) under a sub-section titled 'What are the key risks that are specific to the issuer?' a brief description of the most material risk factors specific to the issuer.

Or. en

Amendment 70

Maria Grapini

Proposal for a regulation

Article 7 – paragraph 6 – point c

Text proposed by the Commission

(c) under a sub-section titled 'What are the key risks that are specific to the issuer?' a brief description of no more than ***five*** of the most material risk factors specific to the issuer contained in the category of

Amendment

(c) under a sub-section titled 'What are the key risks that are specific to the issuer?' a brief ***and clear*** description of no more than ***ten*** of the most material risk factors specific to the issuer contained in the

highest materiality according to Article 16.

category of highest materiality according to Article 16.

Or. en

Justification

The number of risk factors should be increased to 10 and displayed in order of importance, in order to enable investors to make an informed decision. In order to keep the length of the summary, the description should be brief and clear.

Amendment 71

Pascal Arimont, Andreas Schwab

Proposal for a regulation

Article 7 – paragraph 7 – point d

Text proposed by the Commission

(d) under a sub-section titled 'What are the key risks that are specific to the securities?' a brief description of ***no more than five*** of the most material risk factors specific to the securities, ***contained in the category of highest materiality according to Article 16.***

Amendment

(d) under a sub-section titled 'What are the key risks that are specific to the securities?' a brief description of the most material risk factors specific to the securities.

Or. en

Amendment 72

Maria Grapini

Proposal for a regulation

Article 7 – paragraph 7 – point d

Text proposed by the Commission

(d) under a sub-section titled 'What are the key risks that are specific to the securities?' a brief description of no more than ***five*** of the most material risk factors specific to the securities, contained in the category of highest materiality according to Article 16.

Amendment

(d) under a sub-section titled 'What are the key risks that are specific to the securities?' a brief ***and clear*** description of no more than ***ten*** of the most material risk factors specific to the securities, contained in the category of highest materiality according to Article 16.

Justification

The number of risk factors should be increased to 10 and displayed in order of importance, in order to enable investors to make an informed decision. In order to keep the length of the summary, the description should be brief and clear.

Amendment 73
Maria Grapini

Proposal for a regulation
Article 9 – paragraph 2 – subparagraph 2

Text proposed by the Commission

After the issuer has had a universal registration document approved by the competent authority every financial year for **three** consecutive years, subsequent universal registration documents may be filed with the competent authority without prior approval.

Amendment

After the issuer has had a universal registration document approved by the competent authority every financial year for **four** consecutive years, subsequent universal registration documents may be filed with the competent authority without prior approval.

Or. en

Amendment 74
Maria Grapini

Proposal for a regulation
Article 11 – paragraph 2 – subparagraph 2

Text proposed by the Commission

However, Member States shall ensure that no civil liability shall attach to any person solely on the basis of the summary, including any translation thereof, unless it is misleading, inaccurate or inconsistent, when read together with the other parts of the prospectus, or it does not provide, **when read together with the other parts of the prospectus**, key information in order to aid investors when considering whether to invest in such securities. The summary

Amendment

However, Member States shall ensure that no civil liability shall attach to any person solely on the basis of the summary, including any translation thereof, unless it is misleading, inaccurate or inconsistent, when read together with the other parts of the prospectus, or it does not provide key information in order to aid investors when considering whether to invest in such securities. The summary shall contain a

shall contain a clear warning to that effect.

clear warning to that effect.

Or. en

Justification

The summary is a key element for retail investors and the requirements for the summary should align with those on Key Information Note provided by the Regulation (EU) No 1286/2014 of the European Parliament and of the Council on key information documents for packaged retail and insurance-based investment products (PRIIPs).

Amendment 75

Pascal Arimont

Proposal for a regulation

Article 15 – title

Text proposed by the Commission

Amendment

Minimum disclosure regime ***for SMEs***

Proportionate disclosure regime

Or. en

Amendment 76

Pascal Arimont

Proposal for a regulation

Article 15 – paragraph 1 – subparagraph 1

Text proposed by the Commission

Amendment

SMEs may choose to draw up a prospectus under the ***minimum*** disclosure regime ***for SMEs*** in the case of an offer of securities to the public provided that they have no securities admitted to trading on a regulated market.

Issuers may choose to draw up a prospectus under the ***proportionate*** disclosure regime ***set out in this Article*** in the case of an offer of securities to the public provided that they have no securities admitted to trading on a regulated market.

Or. en

Amendment 77

Pascal Arimont

Proposal for a regulation
Article 15 – paragraph 1 – subparagraph 2

Text proposed by the Commission

The *minimum* disclosure regime shall consist of a specific registration document and a specific securities note.

Amendment

The *proportionate* disclosure regime shall consist of a specific registration document and a specific securities note.

Or. en

Amendment 78
Pascal Arimont

Proposal for a regulation
Article 15 – paragraph 1 – subparagraph 3

Text proposed by the Commission

When establishing the corresponding prospectuses schedules, the information shall be adapted to the size and to the length of the track record of such companies.

Amendment

deleted

Or. en

Amendment 79
Maria Grapini

Proposal for a regulation
Article 15 – paragraph 2

Text proposed by the Commission

2. Companies making use of the minimum disclosure regime referred to in paragraph 1 and offering shares or non-equity securities which are not subordinated, convertible or exchangeable, do not give a right to subscribe to or acquire other types of securities and are not linked to a derivative instrument, shall be entitled to draw up a prospectus under a

Amendment

2. Companies making use of the minimum disclosure regime referred to in paragraph 1 and offering shares or non-equity securities which are not subordinated, convertible or exchangeable, do not give a right to subscribe to or acquire other types of securities and are not linked to a derivative instrument, shall be entitled to draw up a prospectus under a

format structured in the form of a questionnaire with standardised text, to be filled in by the issuer. For this purpose, both the specific registration document and the specific securities note shall be structured in that form.

format structured in the form of a questionnaire with standardised text, **that is additional to the summary**, to be filled in by the issuer. For this purpose, both the specific registration document and the specific securities note shall be structured in that form.

Or. en

Justification

The special disclosure regime for SMEs shall not exclude the obligation to publish a summary.

Amendment 80 **Pascal Arimont**

Proposal for a regulation **Article 15 – paragraph 2**

Text proposed by the Commission

2. Companies making use of the **minimum** disclosure regime referred to in paragraph 1 and offering shares or non-equity securities which are not subordinated, convertible or exchangeable, do not give a right to subscribe to or acquire other types of securities and are not linked to a derivative instrument, shall **be entitled** to draw up a prospectus under a format structured in the form of a questionnaire with standardised text, to be filled in by the issuer. For this purpose, both the specific registration document and the specific securities note shall be structured in that form.

Amendment

2. Companies making use of the **proportionate** disclosure regime referred to in paragraph 1 and offering shares or non-equity securities which are not subordinated, convertible or exchangeable, do not give a right to subscribe to or acquire other types of securities and are not linked to a derivative instrument, shall **have the option** to draw up a prospectus under a format structured in the form of a questionnaire with standardised text, to be filled in by the issuer. For this purpose, both the specific registration document and the specific securities note shall be structured in that form.

Or. en

Amendment 81 **Pascal Arimont**

Proposal for a regulation
Article 15 – paragraph 3 – subparagraph 1

Text proposed by the Commission

The Commission shall adopt delegated acts in accordance with Article 42 to specify the reduced information to be included in the schedules applicable under the *minimum* disclosure regime and the optional format allowed under paragraph 2.

Amendment

The Commission shall adopt delegated acts in accordance with Article 42 to specify the reduced information to be included in the schedules applicable under the ***proportionate*** disclosure regime and the optional format allowed under paragraph 2.

Or. en

Amendment 82
Pascal Arimont

Proposal for a regulation
Article 15 – paragraph 3 – subparagraph 2 a (new)

Text proposed by the Commission

Amendment

When establishing the corresponding prospectuses schedules, the Commission will adapt the information requirements to the average size of such companies and the length of their track record, and will focus on information that is material and relevant for companies of that size and their investors, as well as to the specific type of security being offered, taking into account the following principles:

(a) the need to facilitate access to capital markets;

(b) the need to ensure investor protection;

(c) the need to ensure proportionality between the cost of drawing up a prospectus and the size of the company and its fundraising needs;

(d) the need to foster confidence for investors;

Or. en

Amendment 83
Pascal Arimont

Proposal for a regulation
Article 15 – paragraph 3 – subparagraph 2 b (new)

Text proposed by the Commission

Amendment

The prospectus schedules shall lay down the minimum information to be disclosed, which shall include:

(a) key information on the issuer, such as:

- the name of the issuer and the persons responsible for the prospectus;*
- a business overview and the prospects of the issuer*
- risk factors relating to the issuer;*
- working capital statement;*
- financial information;*

(b) key information about the securities and about the terms and conditions of the offer, such as:

- the terms and conditions of the securities and a description of any rights attached to the securities;*
- risk factors relating to the securities;*
- the terms and conditions of the offer, including the issue price;*
- the reasons for the offer and the intended use of the proceeds.*

Or. en

Amendment 84
Pascal Arimont

Proposal for a regulation
Article 15 – paragraph 4

Text proposed by the Commission

Amendment

4. ESMA shall develop guidelines

4. ESMA shall develop guidelines on

addressed to SMEs on how to draw up a prospectus under the format referred to in paragraph 2. The procedures set out in subparagraphs 2 to 4 of Article 16(3) of Regulation (EU) No 1095/2010 shall not apply.

how to draw up a prospectus under the format referred to in paragraph 2. The procedures set out in subparagraphs 2 to 4 of Article 16(3) of Regulation (EU) No 1095/2010 shall not apply.

Or. en

Amendment 85
Pascal Arimont, Andreas Schwab

Proposal for a regulation
Article 16 – paragraph 1

Text proposed by the Commission

1. The risk factors featured in a prospectus shall be limited to risks which are specific to the issuer and/or the securities and are material for taking an informed investment decision, as corroborated by the content of the registration document and the securities note. *They shall be allocated across a maximum of three distinct categories which shall differentiate them by their relative materiality based on the issuer's assessment of the probability of their occurrence and the expected magnitude of their negative impact.*

Amendment

1. The risk factors featured in a prospectus shall be limited to risks which are specific to the issuer and/or the securities and are material for taking an informed investment decision, as corroborated by the content of the registration document and the securities note.

Or. en

Amendment 86
Maria Grapini, Nicola Danti

Proposal for a regulation
Article 16 – paragraph 1

Text proposed by the Commission

1. The risk factors featured in a prospectus shall *be limited to* risks which are specific to the issuer *and/or* the

Amendment

1. The risk factors featured in a prospectus shall *include all* risks which are specific to the issuer *and* the securities and

securities and are material for taking an informed investment decision, as corroborated by the content of the registration document and the securities note. They shall be allocated across a maximum of three distinct categories which shall differentiate them by their relative materiality based on the issuer's assessment of the probability of their occurrence and the expected magnitude of their negative impact.

are material for taking an informed investment decision, as corroborated by the content of the registration document and the securities note. They shall be allocated across a maximum of three distinct categories which shall differentiate them by their relative materiality based on the issuer's assessment of the probability of their occurrence and the expected magnitude of their negative impact.

Or. en

Justification

The prospectus shall include all risks in order to offer a better consumers protection.

Amendment 87

Maria Grapini, Nicola Danti

Proposal for a regulation

Article 16 – paragraph 1 a (new)

Text proposed by the Commission

Amendment

1a. In order to ensure transparency and compatibility of the prospectus, risk factors shall be presented through a clear graphic which would enable investors to take more informed decisions. The design of this graphic shall be adopted by the Commission through a delegated act in accordance with Articles 13 and 42.

Or. en

Justification

According to a consumer testing study of the possible new format and content for retail disclosures of packaged retail and insurance-based investment products conducted by the European Commission (http://ec.europa.eu/finance/finservices-retail/docs/investment_products/2015-consumer-testing-study_en.pdf), the consumers prefer to have a clear overview on the information concerning risk factors. For communicating the risk of a product, the best approach overall was a 7 point scale using a simple graphic layout

in order to help consumers to take a decision.

Amendment 88

Pascal Arimont

Proposal for a regulation

Article 16 – paragraph 2

Text proposed by the Commission

2. ESMA shall develop guidelines on the assessment *by competent authorities* of the specificity and materiality of risk factors *and on the allocation* of risk factors *across categories*.

Amendment

2. ESMA shall develop guidelines on the assessment of the specificity and materiality of risk factors. *In addition, ESMA shall develop guidelines to assist competent authorities in their review of risk factors in a manner which encourages appropriate and focused risk factor disclosure by issuers.*

Or. en

Amendment 89

Antanas Guoga

Proposal for a regulation

Article 16 – paragraph 2

Text proposed by the Commission

2. ESMA shall develop guidelines on the assessment by competent authorities of the specificity and materiality of risk factors and *on the allocation of risk factors* across categories.

Amendment

2. ESMA shall develop guidelines on the assessment by competent authorities of the specificity and materiality of risk factors and *its* allocation across categories.

Or. en

Amendment 90

Antanas Guoga

Proposal for a regulation

Article 18 – paragraph 4 – subparagraph 1

Text proposed by the Commission

In order to ensure consistent harmonisation in relation to this Article, ESMA *may* develop draft regulatory technical standards to update the list mentioned in paragraph 1 by including additional types of documents required under Union law to be filed with or approved by a public authority.

Amendment

In order to ensure consistent harmonisation in relation to this Article, ESMA *shall* develop draft regulatory technical standards to update the list mentioned in paragraph 1 by including additional types of documents required under Union law to be filed with or approved by a public authority.

Or. en

Amendment 91

Maria Grapini

Proposal for a regulation

Article 19 – paragraph 3 – subparagraph 1

Text proposed by the Commission

The time limit referred to in paragraph 2 shall be extended to **20** working days where the offer to the public involves securities issued by an issuer which does not have any securities admitted to trading on a regulated market and who has not previously offered securities to the public.

Amendment

The time limit referred to in paragraph 2 shall be extended to **15** working days where the offer to the public involves securities issued by an issuer which does not have any securities admitted to trading on a regulated market and who has not previously offered securities to the public.

Or. en

Amendment 92

Maria Grapini

Proposal for a regulation

Article 19 – paragraph 3 – subparagraph 2

Text proposed by the Commission

The time limit of **20** working days shall only be applicable for the initial submission of the draft prospectus. Where subsequent submissions are necessary according to paragraph 4, the time limit of

Amendment

The time limit of **15** working days shall only be applicable for the initial submission of the draft prospectus. Where subsequent submissions are necessary according to paragraph 4, the time limit of

paragraph 2 shall apply.

paragraph 2 shall apply.

Or. en

Amendment 93

Antanas Guoga

Proposal for a regulation

Article 19 – paragraph 4 – point a

Text proposed by the Commission

(a) it shall inform the issuer, the offeror or the person asking for admission to trading on a regulated market within 10 working days of the submission of the draft prospectus and/or supplementary information, and state the reasons therefor, and

Amendment

(a) it shall inform the issuer, the offeror or the person asking for admission to trading on a regulated market within 10 working days of the submission of the draft prospectus and/or supplementary information, and state the reasons *for the decision* therefor, and

Or. en

Amendment 94

Pascal Arimont

Proposal for a regulation

Article 19 – paragraph 9

Text proposed by the Commission

9. The level of fees charged by the competent authority of the home Member State for the approval of prospectuses, registration documents, including universal registration documents, supplements and amendments, as well as for the filing of universal registration documents, amendments thereto and final terms, shall be disclosed to the public at least on the website of the competent authority.

Amendment

9. The level of fees charged by the competent authority of the home Member State for the approval of prospectuses, registration documents, including universal registration documents, supplements and amendments, as well as for the filing of universal registration documents, amendments thereto and final terms, shall be *proportionate and* disclosed to the public at least on the website of the competent authority.

Or. en

Amendment 95
Antanas Guoga

Proposal for a regulation
Article 19 – paragraph 11

Text proposed by the Commission

11. ESMA shall use its powers under Regulation (EU) No 1095/2010 to promote supervisory convergence with regard to the scrutiny and approval processes of competent authorities when assessing the completeness, consistency and comprehensibility of the information contained in a prospectus. In particular, ESMA shall foster convergence regarding the efficiency, methods and timing of the scrutiny by the competent authorities of the information given in a prospectus.

Amendment

11. ESMA shall use its powers under Regulation (EU) No 1095/2010 to promote supervisory convergence with regard to the scrutiny and approval processes of competent authorities when assessing the completeness, consistency and comprehensibility of the information contained in a prospectus. In particular, ESMA shall foster convergence regarding the efficiency, methods and timing of the scrutiny by the competent authorities of the information given in a prospectus. ***ESMA shall create an online platform in order to simplify the prospectus process, its procedures, and make the information easily accessible through the monitoring and approval stages.***

Or. en

Amendment 96
Antanas Guoga

Proposal for a regulation
Article 19 – paragraph 12

Text proposed by the Commission

12. Without prejudice to Article 30 of Regulation (EU) No 1095/2010, ESMA shall organise and conduct at least one peer review of the scrutiny and approval procedures of competent authorities, including notifications of approval between competent authorities. The peer review shall also assess the impact of different approaches with regard to scrutiny and approval by competent authorities on issuers' ability to raise capital in the

Amendment

12. Without prejudice to Article 30 of Regulation (EU) No 1095/2010, ESMA shall ***also*** organise and conduct at least one peer review of the scrutiny and approval procedures of competent authorities, including notifications of approval between competent authorities. The peer review shall also assess the impact of different approaches with regard to scrutiny and approval by competent authorities on issuers' ability to raise capital in the

European Union. The report on this peer review shall be published no later *that* three years after the date of application of this Regulation. In the context of this peer review, ESMA shall, where appropriate, request opinions or advice from the Securities and Markets Stakeholder Group referred to in Article 37 of Regulation (EU) No 1095/2010.

European Union. The report on this peer review shall be published no later *than* three years after the date of application of this Regulation *and be accessible online format too*. In the context of this peer review, ESMA shall, where appropriate, request opinions or advice from the Securities and Markets Stakeholder Group referred to in Article 37 of Regulation (EU) No 1095/2010.

Or. en

Amendment 97
Pascal Arimont

Proposal for a regulation
Article 21 – paragraph 5 a (new)

Text proposed by the Commission

Amendment

5a. *Any fee charged by a competent authority for the scrutiny of advertisements pursuant to this article shall be of a proportionate level.*

Or. en

Amendment 98
Maria Grapini, Nicola Danti, Evelyne Gebhardt

Proposal for a regulation
Article 22 – paragraph 2

Text proposed by the Commission

Amendment

2. Where the prospectus relates to an offer of securities to the public, investors who have already agreed to purchase or subscribe for the securities before the supplement is published shall have the right, exercisable within *two* working days after the publication of the supplement, to withdraw their acceptances, provided that the new factor, mistake or inaccuracy

2. Where the prospectus relates to an offer of securities to the public, investors who have already agreed to purchase or subscribe for the securities before the supplement is published shall have the right, exercisable within *four* working days after the publication of the supplement, to withdraw their acceptances, provided that the new factor, mistake or inaccuracy

referred to in paragraph 1 arose before the final closing of the offer to the public or the delivery of the securities, whichever occurs first. That period may be extended by the issuer or the offeror. The final date of the right of withdrawal shall be stated in the supplement.

referred to in paragraph 1 arose before the final closing of the offer to the public or the delivery of the securities, whichever occurs first. That period may be extended by the issuer or the offeror. The final date of the right of withdrawal shall be stated in the supplement.

Or. en

Justification

A longer timeframe would give more time to investors after the publication of the supplement to take a decision.

Amendment 99 **Pascal Arimont**

Proposal for a regulation **Article 25 – paragraph 2 – subparagraph 2**

Text proposed by the Commission

The competent authority of each host Member State *may require that the summary referred to in Article 7 be translated into its official language or languages, but it* shall not require the translation of any *other* part of the prospectus.

Amendment

The competent authority of each host Member State shall not require the translation of any part of the prospectus.

Or. en

Amendment 100 **Maria Grapini, Nicola Danti**

Proposal for a regulation **Article 25 – paragraph 2 – subparagraph 2**

Text proposed by the Commission

The competent authority of each host Member State *may* require that the summary referred to in Article 7 be

Amendment

The competent authority of each host Member State *shall* require that the summary referred to in Article 7 be

translated into its official language or languages, but it shall not require the translation of any other part of the prospectus.

translated into its official language or languages, but it shall not require the translation of any other part of the prospectus.

Or. en

Amendment 101
Pascal Arimont

Proposal for a regulation
Article 25 – paragraph 3 – subparagraph 2

Text proposed by the Commission

The competent authority of each host Member State *may require that the summary referred to in Article 7 be translated into its official language or languages but it* shall not require the translation of any *other* part of the prospectus.

Amendment

The competent authority of each host Member State shall not require the translation of any part of the prospectus.

Or. en

Amendment 102
Antanas Guoga

Proposal for a regulation
Article 28 – paragraph 1 – subparagraph 1

Text proposed by the Commission

For the purpose of Article 27, and, where deemed necessary, for the purpose of Article 26, the competent authorities of Member States shall conclude cooperation arrangements with *supervisory* authorities of third countries concerning the exchange of information *with supervisory authorities in third countries* and the enforcement of obligations arising under this Regulation in third countries. Those cooperation arrangements shall ensure *at least* an efficient exchange of information

Amendment

For the purpose of Article 27, and, where deemed necessary, for the purpose of Article 26, the competent authorities of Member States shall conclude *supervisory* cooperation arrangements with *the competent* authorities of third countries concerning the exchange of information and the enforcement of obligations arising under this Regulation in third countries. Those *supervisory* cooperation arrangements shall ensure an efficient exchange of information that allows the

that allows the competent authorities to carry out their duties under this Regulation.

competent authorities to carry out their duties under this Regulation.

Or. en

Amendment 103
Maria Grapini

Proposal for a regulation
Article 39 – paragraph 4 a (new)

Text proposed by the Commission

Amendment

4 a. Member States shall take all necessary measures to ensure optimal reporting procedures regarding breaches of the this Regulation.

Or. en

Amendment 104
Antanas Guoga

Proposal for a regulation
Article 47 – paragraph 2

Text proposed by the Commission

Amendment

2. It shall apply from [enter date **12** months after entry into force].

2. It shall apply from [enter date **24** months after entry into force **of this Regulation**].

Or. en