



Basic information	
<p><b>2001/0117(COD)</b></p> <p>COD - Ordinary legislative procedure (ex-codecision procedure) Directive</p>	Procedure completed
<p>Capital market: prospectus to be published for securities</p> <p>Amending Directive 2001/34/EC 2000/0174(COD) Repealed by 2015/0268(COD) Amended by 2006/0306(COD) Amended by 2009/0132(COD) Amended by 2009/0161(COD) Amended by 2011/0006(COD) Amended by 2011/0307(COD)</p> <p><b>Subject</b></p> <p>2.50.03 Securities and financial markets, stock exchange, CIUTS, investments 4.60.06 Consumers' economic and legal interests</p>	

Key players					
European Parliament	<b>Committee responsible</b>		<b>Rapporteur</b>	<b>Appointed</b>	
	<b>ECON</b> Economic and Monetary Affairs		HUHNE Christopher (ELDR)	06/11/2000	
	<b>Former committee responsible</b>		<b>Former rapporteur</b>	<b>Appointed</b>	
	<b>ECON</b> Economic and Monetary Affairs		HUHNE Christopher (ELDR)	06/11/2000	
	<b>Former committee for opinion</b>		<b>Former rapporteur for opinion</b>	<b>Appointed</b>	
	<b>JURI</b> Legal Affairs		MEDINA ORTEGA Manuel (PSE)	10/07/2001	
	Council of the European Union	<b>Council configuration</b>		<b>Meetings</b>	<b>Date</b>
		Economic and Financial Affairs ECOFIN		2432	2002-06-04
		Economic and Financial Affairs ECOFIN		2520	2003-07-15
Economic and Financial Affairs ECOFIN		2460	2002-11-05		
Economic and Financial Affairs ECOFIN		2393	2001-12-04		
Transport, Telecommunications and Energy		2499	2003-03-24		
European Commission	<b>Commission DG</b>			<b>Commissioner</b>	
	Financial Stability, Financial Services and Capital Markets Union				

Key events			
Date	Event	Reference	Summary
30/05/2001	Legislative proposal published	COM(2001)0280 	<a href="#">Summary</a>
05/07/2001	Committee referral announced in Parliament, 1st reading		
04/12/2001	Debate in Council		
26/02/2002	Vote in committee, 1st reading		<a href="#">Summary</a>
26/02/2002	Committee report tabled for plenary, 1st reading	<a href="#">A5-0072/2002</a>	
13/03/2002	Debate in Parliament	<a href="#">CRE link</a>	
14/03/2002	Decision by Parliament, 1st reading	<a href="#">T5-0114/2002</a>	<a href="#">Summary</a>
04/06/2002	Debate in Council		
09/08/2002	Modified legislative proposal published	COM(2002)0460 	<a href="#">Summary</a>
24/03/2003	Council position published	<a href="#">05390/4/2003</a>	<a href="#">Summary</a>
27/03/2003	Committee referral announced in Parliament, 2nd reading		
12/06/2003	Vote in committee, 2nd reading		<a href="#">Summary</a>
12/06/2003	Committee recommendation tabled for plenary, 2nd reading	<a href="#">A5-0218/2003</a>	
30/06/2003	Debate in Parliament	<a href="#">CRE link</a>	
02/07/2003	Decision by Parliament, 1st reading	<a href="#">T5-0311/2003</a>	<a href="#">Summary</a>
15/07/2003	Act approved by Council, 2nd reading		
22/09/2003	Final act signed		
04/11/2003	End of procedure in Parliament		
31/12/2003	Final act published in Official Journal		

Technical information	
<b>Procedure reference</b>	2001/0117(COD)
<b>Procedure type</b>	COD - Ordinary legislative procedure (ex-codecision procedure)
<b>Procedure subtype</b>	Legislation
<b>Legislative instrument</b>	Directive
	Amending Directive 2001/34/EC <a href="#">2000/0174(COD)</a> Repealed by <a href="#">2015/0268(COD)</a> Amended by <a href="#">2006/0306(COD)</a> Amended by <a href="#">2009/0132(COD)</a> Amended by <a href="#">2009/0161(COD)</a> Amended by <a href="#">2011/0006(COD)</a> Amended by <a href="#">2011/0307(COD)</a>
<b>Legal basis</b>	EC Treaty (after Amsterdam) EC 095 EC Treaty (after Amsterdam) EC 044
<b>Stage reached in procedure</b>	Procedure completed
<b>Committee dossier</b>	ECON/5/16097







Documentation gateway
European Parliament

Document type	Committee	Reference	Date	Summary
Committee report tabled for plenary, 1st reading/single reading		<a href="#">A5-0072/2002</a>	26/02/2002	
Text adopted by Parliament, 1st reading/single reading		<a href="#">T5-0114/2002</a> OJ C 047 27.02.2003, p. 0417-0524 E	14/03/2002	<a href="#">Summary</a>
Committee recommendation tabled for plenary, 2nd reading		<a href="#">A5-0218/2003</a>	12/06/2003	
Text adopted by Parliament, 2nd reading		<a href="#">T5-0311/2003</a> OJ C 074 24.03.2004, p. 0098-0251 E	02/07/2003	<a href="#">Summary</a>

#### Council of the EU

Document type	Reference	Date	Summary
Council statement on its position	<a href="#">07022/2003</a>	05/03/2003	
Council position	<a href="#">05390/4/2003</a> OJ C 125 27.05.2003, p. 0021-0057	24/03/2003	<a href="#">Summary</a>

#### European Commission

Document type	Reference	Date	Summary
Legislative proposal	<a href="#">COM(2001)0280</a>  OJ C 240 28.08.2001, p. 0272 E	30/05/2001	<a href="#">Summary</a>
Modified legislative proposal	<a href="#">COM(2002)0460</a>  OJ C 020 28.01.2003, p. 0122 E	09/08/2002	<a href="#">Summary</a>
Commission communication on Council's position	<a href="#">SEC(2003)0396</a> 	26/03/2003	<a href="#">Summary</a>
Commission opinion on Parliament's position at 2nd reading	<a href="#">COM(2003)0432</a> 	10/07/2003	<a href="#">Summary</a>
Follow-up document	<a href="#">SEC(2011)0991</a> 	28/07/2011	<a href="#">Summary</a>
Follow-up document	<a href="#">COM(2015)0149</a> 	13/04/2015	<a href="#">Summary</a>

#### Other institutions and bodies

Institution/body	Document type	Reference	Date	Summary
ECB	Document attached to the procedure	<a href="#">BCE(2001)0036</a> OJ C 344 06.12.2001, p. 0004-0007	16/11/2001	<a href="#">Summary</a>
ESC	Economic and Social Committee: opinion, report	<a href="#">CES0034/2002</a> OJ C 080 03.04.2002, p. 0052	16/01/2002	
EU	Implementing legislative act	<a href="#">32004R0809</a> OJ L 215 16.06.2004, p. 0003-0105	29/04/2004	<a href="#">Summary</a>

#### Additional information

Source	Document	Date
European Commission	EUR-Lex	

Final act
<a href="#">Directive 2003/0071</a> <a href="#">OJ L 345 31.12.2003, p. 0064-0089</a> <span style="float: right;"><a href="#">Summary</a></span>

Delegated acts	
Reference	Subject
<a href="#">2013/2763(DEA)</a>	Examination of delegated act
<a href="#">2013/2786(DEA)</a>	Examination of delegated act
<a href="#">2013/2794(DEA)</a>	Examination of delegated act
<a href="#">2013/2793(DEA)</a>	Examination of delegated act
<a href="#">2013/2775(DEA)</a>	Examination of delegated act
<a href="#">2013/2803(DEA)</a>	Examination of delegated act
<a href="#">2014/2639(DEA)</a>	Examination of delegated act
<a href="#">2015/3001(DEA)</a>	Examination of delegated act
<a href="#">2015/2749(DEA)</a>	Examination of delegated act

## Capital market: prospectus to be published for securities

2001/0117(COD) - 13/04/2015 - Follow-up document

The Commission presented a report on the exercise of the power to adopt delegated acts conferred on the Commission pursuant to Directive 2003/71/EC of the European Parliament and of the Council on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC.

Adopted in November 2003, the Prospectus Directive (PD) was amended in November 2010 by [Directive 2010/73/EU](#) ("PD II", in application from July 2012). It was last amended by [Directive 2014/51/EU](#) (the "Omnibus II" Directive). The PD II includes a review clause requiring the Commission to assess by 1 January 2016 the application of the PD as amended by PD II.

**Delegation of power:** the Prospectus Directive (PD) empowers the Commission to adopt delegated acts for a **period of 4 years from 31 December 2010**. The Commission shall draw up a report in respect of the delegated power at the latest 6 months before the end of the four year period. The delegation of power shall be automatically extended for periods of an identical duration, unless the European Parliament or the Council revokes it.

### Exercise of the delegation:

**Article 1(4), Article 2(4), Article 3(4) of the PD:** to date, an adjustment of the thresholds and definitions were not undertaken by the Commission. The definitions and thresholds will be assessed in the course of the review required by the PD II, by 1 January 2016.

**Article 4(1) fifth subparagraph of the PD:** to date, no requests for such assessments were made to specify the criteria for the equivalence of third-country regulatory frameworks. Furthermore, the equivalence assessment can be done directly. All equivalence provisions for third countries will be assessed in the course of the review required by Article 4 PD II, by 1 January 2016.

**Article 5(5) and Article 7(1) of the PD:** the Commission has used these empowerments to adopt the following **three Commission Delegated Regulations**:

- [Commission Delegated Regulation \(EU\) No 486/2012](#) amending Regulation (EC) No 809/2004 as regards the format and the content of the prospectus, the base prospectus, the summary and the final terms and as regards the disclosure requirements.
- [Commission Delegated Regulation \(EU\) No 862/2012](#) amending Regulation (EC) No 809/2004 as regards information on the consent to use of the prospectus, information on underlying indexes and the requirement for a report prepared by independent accountants or auditors.
- [Commission Delegated Regulation \(EU\) No 759/2013](#) amending Regulation (EC) No 809/2004 as regards the disclosure requirements for convertible and exchangeable debt securities.

**Article 8(4) PD:** this empowerment has not been used because discussions with the European Securities and Markets Authority (ESMA) and National Competent Authorities (NCAs) have not shown the need to further specify details about the omission of information from the prospectus.

**Amendment of the "Omnibus II" Directive:** the "Omnibus II" Directive amended the empowerment contained in Article 11(3), Article 13(7), Article 14 (8) and Article 15(7) of the PD. The amended empowerment confers the power on ESMA to develop draft regulatory technical standards (RTS) to specify:

- the approval of the prospectus and the conditions in accordance with which time limits may be adjusted;
- the provisions relating to the publication of the prospectus;
- the provisions concerning the dissemination of advertisements announcing the intention to offer securities to the public or the admission to trading on a regulated market, in particular before the prospectus has been made available to the public or before the opening of the subscription, and specify certain provisions.

ESMA is to submit these draft regulatory technical standards to the Commission, for adoption, **by 1 July 2015**. The Commission is empowered to adopt the standards in question in accordance with Regulation in accordance with [Regulation \(EU\) No 1095/2010](#). ESMA undertook a public consultation on the draft RTS which closed on 19 December 2014.

**Article 20(3) PD first subparagraph:** to date, the Commission has not used the empowerment to adopt delegated acts establishing general equivalence criteria for third country prospectuses. The issue of general equivalence criteria for third country prospectuses will be assessed in the course of the review required by PD II, by 1 January 2016.

## Capital market: prospectus to be published for securities

2001/0117(COD) - 29/04/2004 - Implementing legislative act

ACT : Commission Regulation 809/2004/EC implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements. CONTENT : Directive 2003/71/EC lays down principles to be observed when drawing up prospectuses. These principles need to be supplemented as far as the information to be given therein, the format and aspects of publication, the information to be incorporated by reference in a prospectus and dissemination of advertisements are concerned. This is the aim of this Commission Regulation. ENTRY INTO FORCE : 20/05/2004. The Regulation shall apply from 01/07/2005.

## Capital market: prospectus to be published for securities

2001/0117(COD) - 26/03/2003 - Commission communication on Council's position

The Commission considers that the Common Position adopted by the Council is faithful to the objectives and the spirit of the Commission amended proposal which is to ensure investor protection and market efficiency, in accordance with high regulatory standards adopted in the relevant international fora. The Commission also considers that the Common Position incorporates a large majority of Parliament's amendments, either completely or partially. In short, the Commission believes that the Common Position achieves a good balance between investor protection and market efficiency. The Commission hopes that the Directive can be approved during the year, in line with the deadline set in the Financial Services Action Plan and at the Stockholm European Council. If this can be achieved, and it must, it will facilitate the widest possible access to investment capital on a Community-wide basis while at the same time increasing investor confidence in corporate disclosure. This has never been as important as now. The Commission therefore recommends this Common Position to the European Parliament.

## Capital market: prospectus to be published for securities

2001/0117(COD) - 04/11/2003 - Final act

PURPOSE : to harmonise requirements for the drawing up, approval and distribution of the prospectus and to ensure that adequate and equivalent disclosure standards are in place in all Member States when securities are made available to all European investors either through an offer to the public or because they are admitted to trading on a regulated market. LEGISLATIVE ACT : Directive 2003/71/EC of the European Parliament and of the Council on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC. CONTENT : Under previous EU rules, regulations and practices on prospectuses varied widely between European Member States. As a result EU capital markets have been fragmented and it has rarely proved possible to use the existing prospectuses to raise capital across frontiers within Europe. Additionally there was no European recognition system for securities falling outside the scope of the 80/390/EEC Directive. To this end, this Directive harmonises requirements for the drawing up, approval and distribution of the prospectus. It seeks to create a European passport for issuers by giving, Community-wide validity to the prospectus approved by the issuer's home competent authority, in order to facilitate the raising of capital for all types of issuer. The key features of the proposed Directive are the following: - definition of clear conditions related to the prospectus for offers to the public of securities and for admission to trading on a regulated market; - harmonisation of the essential definitions in order to avoid loopholes and different approaches, thus ensuring a level playing field throughout the EU; - the introduction of special EU rules for securities with a high minimum denomination (EUR 50 000), which are designed to be traded by professionals; - an adapted regime aimed at making things easier for small and medium-sized companies, which would not be obliged to draft a prospectus if only a small amount of securities is offered to the public; - disclosure standards based on international standards (IOSCO) with schedules adapted depending on the nature of the issuer and the type of securities involved, for example: equity securities such as shares, non-equity securities such as bonds, derivatives securities such as covered warrants, securities with a high minimum denomination and mortgage bonds; - the introduction of new prospectus formats for frequent issuers, notably for offering Euro Medium Term Notes, derivatives securities such as covered warrants, or for mortgage bonds issued on a continuous or repeated basis; - an effective regime for the "single passport". For companies to issue securities, or admit them to trading, in any EU Member State, they would simply need to notify the authorities in that country of their prospectus and show that the appropriate authority in another Member State has already approved it. ENTRY INTO FORCE : 31/12/03. DATE OF TRANPOSITION : 01/07/05.

## Capital market: prospectus to be published for securities

2001/0117(COD) - 14/03/2002 - Text adopted by Parliament, 1st reading/single reading

The European Parliament has adopted the report drafted by Christopher HUHNE (ELDR, UK) on rules on prospectuses for admission to stock exchanges in the EU, with 302 votes for, 93 against and 46 abstentions. (Please refer to the document dated 26/02/02). A number of amendments were made to the Commission's proposal. Parliament inserted provisions to the effect that Member States should have discretion not to require a prospectus if the public offer or the admission to trading is restricted to one Member State and if the issuer is a company whose market capitalisation does not exceed a certain threshold, being set at EUR 350 million. Excluded from the scope of the directive are securities worth at least EUR 50 000 per investor, instead of 150 000 as in the original proposal, whether or not the securities are admitted to trading on a regulated market. Also excluded, inter alia, are securities representing, over 12 months, less than 10% of the number of identical securities already admitted to trading on the same market. Parliament inserted further details on the content of the prospectus. In accordance with the Lamfalussy procedure, the Commission is empowered to adopt implementing measures after consulting the European Securities Committee. In exercising these implementing powers, the Commission is required to respect a list of principles, such as the need to ensure confidence in financial markets by promoting high standards of transparency. Parliament sought to tighten the responsibilities of the competent authority. Any delegation of responsibilities to other entities such as market operators can only take place within the context of a clearly defined framework for the exercise of delegated functions and responsibilities. Final responsibility for supervising compliance with the directive lies with the competent authority.

## Capital market: prospectus to be published for securities

2001/0117(COD) - 02/07/2003 - Text adopted by Parliament, 2nd reading

The European Parliament adopted the resolution drafted by Christopher HUHNE (ELDR, UK) by 487 to 12 with 14 abstentions. There were 21 compromise amendments. This will enable the legislation to come into force immediately, thus avoiding conciliation. The main amendment concerns freedom of choice of regulator for the issuers of bonds worth more than EUR 1,000. The same regime will be applicable to non-equity securities in a currency other than the Euro, provided that the value of the minimum denomination is nearly equivalent to EUR 1000. Parliament also inserted a definition of "base prospectus". A further amendment takes up the question of the delegation of supervisory powers over the market, a question of particular importance for the smaller Member States. This provides for the Commission to review existing national arrangements after 5 years. If the Commission does not clear the arrangements, they must end after 8 years. Further improvements in investor protection involve the strengthening of legal obligations relating to the summary in translation, safeguards against providing misleading information and allowing national regulators to introduce higher standards. Parliament stated that the competent authorities of Member States may consult with operators of regulated markets particularly when deciding to suspend, or asking a regulated market to suspend or prohibit trading. The other amendments relate to timetables with regard to compliance.

## Capital market: prospectus to be published for securities

2001/0117(COD) - 30/05/2001 - Legislative proposal

PURPOSE: to present a Commission proposal for a Directive of the European Parliament and of the Council on the prospectus to be published when securities are offered to the public or admitted to trading. CONTENT: the purpose of this directive is to harmonise requirements for the drawing up, scrutiny and distribution of the prospectus to be published when securities are offered to the public or admitted to trading. The key features of the new system, based on the proposed directive, are the following: - introduction of enhanced disclosure standards in line with international standards for public offer of securities and admission to trading; - introduction of the registration document system for issuers whose securities are admitted to trading on regulated markets in order to ensure a yearly update of the key information concerning the issuer; - possibility to offer or admit securities to trading on the basis of a simple notification of the prospectus approved by the home competent authority; - concentration of the responsibilities in the home administrative competence authority; - extensive use of the comitology process, following the Stockholm European Council's broad endorsement of the Lamfalussy Report in the Resolution adopted by the Heads of State and Government on more effective securities markets regulation in the European Union.

## Capital market: prospectus to be published for securities

2001/0117(COD) - 24/03/2003 - Council position

The common position follows closely the Commission's amended proposal. At the same time it includes a large number of amendments (41 in total) proposed by the European Parliament to the original Commission proposal to the extent they were included in the amended Commission proposal. The majority of the changes contained in the common position in comparison with the amended Commission proposal are of a predominantly technical drafting nature and have been made in order to enhance legal certainty or to make the text clearer, while others modify the Commission proposal in a more substantial manner, e.g. the change in the definition of the home Member State, definition of the powers of the competent authority, language regime, etc. Concerning the definition of the home Member State, this has been amended in comparison with the amended Commission proposal. The common position follows the approach of the amended Commission proposal with separate treatment for equity and small denomination non-equity securities on the one hand and large denomination non-equity securities aimed at the professional market on the other, but strikes a different balance between the two categories. In the common position the balance is struck in a way that permits issuers of higher denomination bonds and certain derivative instruments to choose as the home Member State either the Member State where it has its registered office or the Member State where the securities in question are to be admitted to trading or are offered to the public for the first time. The limit for higher denomination bonds is set at 5 000 euro per unit. For EU issuers of all other securities the home Member State is defined as the Member State where the issuer has its registered office. This solution balances the need to preserve the principle of home Member State control against the need to take into account the fact that some competent authorities may have developed a particular expertise and experience in certain complex securities and therefore may be the best placed to approve certain prospectuses. As regards the competent authorities, the Council has decided that in each Member State one single competent authority should be designated to approve prospectuses and to assume responsibility for supervising compliance with this Directive. Under strict conditions, a Member State should be allowed to designate more than one competent authority but only one will assume the duties for international cooperation. Such an authority or authorities should be established as an administrative authority and in such a form that their independence from economic actors is guaranteed and conflicts of interest are avoided. The designation of a competent authority for prospectus approval should not exclude cooperation between that authority and other entities, with a view to guaranteeing efficient scrutiny and approval of prospectuses in the interest of issuers, investors, markets participants and markets alike. Any delegation of tasks relating to the obligations provided for in this Directive and in its implementing measures should, except for publication on the Internet of approved prospectuses, end five years after the entry into force of this Directive. Offers to the public of securities or the admission of securities to trading on a regulated market generally trigger the obligation to draw up a prospectus to ensure that the public is properly informed.

## Capital market: prospectus to be published for securities

2001/0117(COD) - 10/07/2003 - Commission opinion on Parliament's position at 2nd reading

The European Parliament has amended the Council common position with amendments. The Commission accepts all of the Parliament's amendments. As regards the Parliament's amendments at second reading which were accepted by the Commission, these aim to : - introduce a new Recital clarifying that offering programmes may include different types of non-equity securities; - introduce a new Recital clarifying that national regulators and exchanges may ask for other disclosure requirements in the context of admission to trading on a regulated market, provided that these do not relate to prospectus requirements; - introduce a five-year review clause concerning the delegation of tasks. The option to delegate tasks from the competent authority to other entities will lapse after eight years; - clarify that issues envisaged in an offering programme may not take place during the specified issuing period of one year; - clarify that securities issued in a continuous and repeated manner includes both issues on tap and frequent separate issues; - introduce flexibility into the determination of the home competent authority for issues of non-equity securities with individual denomination of at least 1000 Euro. It also clarifies that this threshold is applicable to other denomination expressed in other currencies with a nearly equivalent value; - introduce a new definition for a base prospectus; - clarify the content of the warning to be contained in the summary, on liability attached to the summary. - clarify that an issuer should be able to decide to use a base prospectus or a traditional prospectus (composed of a single document or several documents) in the context of an offering programme; - clarify that incorporation by reference of information in a prospectus shall be possible for documents published at the same moment as the prospectus; - sets the maximum time limit for approving a prospectus to 10 working days; - sets the maximum time limit for approving a prospectus to 20 working days in the context of an initial public offering; - sets the maximum time limit for notifying the incompleteness of a prospectus to 10 working days; - sets the maximum time limit for notifying the transfer of approval of a prospectus to 3 working days. - introduce the option for an issuer to publish its prospectus in an electronic form on the website of the regulated market where the admission to trading is sought; - clarify that the prospectuses or the list of prospectuses approved by a competent authority may alternatively be published on the website of the regulated market; - clarify that advertisements put out before the publication of a prospectus should not be inaccurate or misleading; - sets the maximum time limit for approving a supplement to 7 working days; - sets the maximum time limit for notifying the certificate of approval of a prospectus to 1 working day after its approval if the request is submitted together with the draft prospectus; - introduce a five-year review clause concerning the delegation of tasks. The option to delegate tasks from the competent authority to other entities will lapse after eight years; - clarify the cooperation that is expected in the context of transfer of the approval of a prospectus from one competent authority to another. When deciding suspension or prohibition of trading on a regulated market, competent authorities may first consult operators of the regulated markets.

## Capital market: prospectus to be published for securities

2001/0117(COD) - 16/11/2001 - Document attached to the procedure

This document comprises of the opinion of the European Central Bank on the proposal for the prospectus to be published when securities are offered to the public or admitted to trading. To recall, the main objective of the proposed Directive is the introduction of a single passport for issuers offering securities at European Union level. The ECB generally welcomes and supports the aims pursued by the proposed Directive, as the ECB sees the proposal as an effective means of advancing European financial markets integration. The Eurosystem has a keen interest in the developments of financial markets. The achievement of the primary objective of the Eurosystem, the maintenance of price stability, requires that monetary policy impulses be transmitted in a smooth way throughout the euro area by means of integrated and efficient financial markets. Securities markets, together with the unsecured money market and the banking sector, play a key role in this respect. The existence of some degree of segmentation of financial markets in the jurisdiction of a central bank is not an uncommon phenomenon. However, obstacles to the integration of securities markets in the euro area may slow down or distort the transmission of monetary impulses to the economy. The European Central Bank considers that it is in the interest of the Eurosystem that obstacles to the integration of securities markets do not thwart the full benefits of EMU. European securities markets will become more liquid, therefore attracting more investments and also more issuers from third countries. The proposed Directive will improve market access for raising capital in the EU and eliminate existing obstacles to crossborder offering of securities. It should also be noted that the introduction of harmonised and enhanced disclosure standards in line with international standards for public offer of securities and admission to trading is likely to increase investor confidence, in particular as regards investing on an EU-wide basis. However, a high level of disclosure has to be balanced against the need for an efficient issuance company and the type of security issued. The positive implications of the proposed Directive for both issuers and investors will enhance the ability of the financial markets to fulfil their function of efficient capital allocation, as they become more liquid and efficient. Moreover, the ECB holds the view that the enhancement of issuer disclosure will favour selection by investors of new investment projects and reduce information asymmetry, leading in turn to greater market liquidity. The ECB also notes that the abovementioned benefits are in principle a consequence of any enhancement in corporate disclosure. The ECB welcomes the proposed introduction of a harmonised definition of public offer, which will avoid different interpretations of Community rules and ensure the same level of investor protection throughout the EU. The ECB notes that Article 3(2) of the proposed Directive defines offers to which the obligation of publishing a prospectus does not apply as offers either to qualified investors for their account, or to a restricted circle of persons, or concerning securities which can be acquired only for a consideration of at least EUR 150 000 per investor. In this respect, the ECB welcomes the fact that clarification and adaptation of the exemptions are under comitology procedure in order to ensure the necessary degree of flexibility. In addition, the ECB notes that the definition of qualified investors should also include the ECB and the central banks of the Member States. The ECB notes that it appears desirable to clarify in the proposed Directive the regime applicable to public offers of debt securities issued by credit institutions.

## Capital market: prospectus to be published for securities

2001/0117(COD) - 28/07/2011

The Commission presents a staff working document on the state of play on convergence between International Financial Reporting Standards (IFRS) and third country national Generally Accepted Accounting Principles (GAAP).

According to the [European Securities and Markets Authority \(ESMA\)](#) report, the four countries that were found equivalent to IFRS on a temporary basis until 31 December 2011 (China, Canada, India, and South Korea) have taken further steps in pursuing their convergence or adoption. The document examines the actions undertaken by each country.

**China** has already substantially converged its accounting standards with IFRS and is committed to eliminating the remaining, residual, differences.

In **India**, the latest developments introduce uncertainty about the country's commitment towards an IFRS-compliant financial reporting system. There is significant uncertainty as to whether India would adopt the IFRS or otherwise come up with a country-specific version with numerous modifications and carve-outs in some important areas, such as agriculture, financial instruments, negative goodwill, and real estate.

Other major economies have also recently announced their intention to adopt IFRS, such as **Argentina, Brazil, Mexico, and Taiwan**.

In **Russia**, there have been recent developments as far as the adoption of IFRS is concerned.

Commission services will continue to monitor the situation and assesses the efforts by third countries converging to IFRS or intending to adopt IFRS, with the technical assistance of ESMA.

## **Capital market: prospectus to be published for securities**

2001/0117(COD) - 09/08/2002 - Modified legislative proposal

To speed up the legislative process and meet the expectations expressed at the Barcelona Council on the early adoption of a directive on prospectuses, the Commission wishes to put forward an amended proposal for a Directive that takes account of many of Parliament's and the Council's wishes and concerns. The presentation of the proposal has been changed as regards form to make the text more understandable and readable. The amended proposal also includes new, flexible arrangements for firms that were not in the proposal adopted by the Commission on 30 May 2001 while remaining consistent with the principles of protection and sound information for investors. The main changes compared with the Commission's original proposal are: - introduction of enhanced disclosure standards in line with international standards for the public offer of securities and admission to trading; - introduction of special Community rules for securities designed to be traded by professionals; - introduction of new prospectus formats for frequent issuers, and the duty on firms whose securities are listed on a regulated market to update the information on issuers at least once a year; - possibility to offer or admit securities to trading on the basis of a simple notification of the prospectus approved by the home competent authority; - concentration of the responsibilities in the home administrative competent authority; - extensive use of the committee system, following the Stockholm European Council's broad endorsement of the Lamfalussy Report in the resolution adopted by Heads of State or Government on more effective securities markets regulation in the European Union.