

Private Placements and Other Exempt Offerings in Ireland: Overview

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A Practice Note providing an overview of private placements and other securities offerings that are exempt from the prospectus requirements (including simplified prospectuses) under the securities laws of Ireland (exempt offerings). This Note explains what an exempt offering is and why companies conduct exempt offerings in Ireland. It also examines prospectus exemptions commonly used by issuers and investors who wish to sell equity or debt securities without producing an approved prospectus. In addition, this Note offers examples of how issuers and investors use these exemptions.

An offering of securities in Ireland generally requires a prospectus that satisfies the requirements of the *Prospectus Regulation ((EU) 2017/1129)*, unless one or more exemptions are available. Producing a prospectus can be a lengthy and costly process. It can therefore be beneficial to an issuer to structure an offer to avoid producing one.

The Prospectus Regulation provides for a single regime governing the content, format, approval, and publication of prospectuses for:

- The offer and sale of securities to the public in the EU.
- The admission of securities to trading on a regulated market in the EU.

Under this single regime, issuers can raise capital across the EU based on a single prospectus approved by the competent authority of one EU member state (in Ireland, the Central Bank of Ireland) which can be passported into other member states. The Prospectus Regulation is directly effective in Ireland.

This Note provides an overview of private placements and other securities offerings that are exempt from the requirements of the Prospectus Regulation. It examines prospectus exemptions commonly used by issuers and investors who wish to sell equity or debt securities without producing an approved prospectus. Additionally, the Note offers examples of how issuers and investors use these exemptions.

Merits of Exempt Offerings

A prospectus is a lengthy document containing detailed information about the issuer, its business, and the relevant securities specified in the Prospectus Regulation and related delegated legislation (see *Practice Notes, EU Prospectus Regulation: content requirements for DCM prospectuses* and *EU Prospectus Regulation: Key provisions of the Prospectus Regulation*).

In Ireland, the Central Bank of Ireland vets and approves the prospectus, and this scrutiny is seen as a key protection for investors. The time and expense taken to produce (including verifying the required content), and obtain approval for, a prospectus means that it can be beneficial to an issuer to structure an offer to avoid producing one. This is especially the case where the issuer needs to raise capital quickly for a particular near-term purpose.

However, there may be no option but to produce a prospectus if an exemption or exclusion is not available or is unsuitable for the structure or aims of a particular transaction. This may be the case, for example:

- Where, the issuer targets public investors or seeks to generate publicity with the offering.
- Where, for an issuer whose securities are already admitted to trading on a regulated market, it is seeking to admit to trading securities representing 20% or more of the securities already admitted to trading.

Structuring an offering so that an approved prospectus does not need to be produced does not mean that an issuer can avoid preparing any information in respect of the offering or the company itself. Some exemptions to the Prospectus Regulation still require a document containing certain information to be prepared, although this is not as extensive as a prospectus and does not necessarily require competent authority approval (see *Exemptions Available to Both Triggers of Prospectus Requirement*).

Triggers for a Prospectus

The Prospectus Regulation requires that a prospectus be produced and approved by the competent authority of a member state where either or both of the following triggers apply:

- Securities are offered to the public within the EU (Article 3(1), Prospectus Regulation).
- Securities are admitted to trading on an *EU regulated market* (Article 3(3), Prospectus Regulation), such as the regulated securities market operated by the Irish Stock Exchange plc, trading as Euronext Dublin.

These triggers apply equally to equity and non-equity securities, although only transferable securities (as defined in Article 4(1)(44) of the *Markets in Financial Instruments Directive (2014/65/EU)* (MiFID II)) are caught by the Prospectus Regulation. Accordingly, if the relevant securities do not amount to transferable securities (for example, they are non-transferable), then there is no requirement to produce an approved prospectus under the Prospectus Regulation. Additionally, certain other securities are excluded from the operation of the Prospectus Regulation, see *Securities Excluded from Prospectus Regulation*.

See *Practice Note, Securities Regulatory Framework in Ireland: Overview*.

Prospectus Exemptions

The Prospectus Regulation provides several exemptions from the requirement to produce a prospectus. In these exempted cases, an issuer may still produce an offering document or, where shares are being admitted to trading on the Euronext Dublin growth market (Euronext Growth Market), an information document, but it will not have to follow the requirements of the Prospectus Regulation.

Securities Excluded from Prospectus Regulation

Certain securities are excluded from the scope of the Prospectus Regulation, including, among others:

- Units issued by collective investment undertakings other than the closed-end type (Article 1(2)(a), Prospectus Regulation).
- Non-equity securities issued by:

- a member state or one of its regional or local authorities;
- public international bodies of which one or more member states are members;
- the European Central Bank; or
- the central banks of the member states.

(Article 1(2)(b), Prospectus Regulation.)

- Securities unconditionally and irrevocably guaranteed by a member state or by one of its regional or local authorities (Article 1(2)(d), Prospectus Regulation).
- Securities issued by associations with legal status or non-profit-making bodies, recognised by a member state (Article 1(2)(e), Prospectus Regulation).
- Securities offered to the public where the total consideration of the offer in the EU is less than EUR1 million, calculated over a period of 12 months (Article 1(3), Prospectus Regulation).

Exemptions Available to Both Triggers of Prospectus Requirement

Certain types of securities are exempt from the requirement to produce a prospectus under the Prospectus Regulation, whether they are offered to the public in the EU, admitted to trading on a regulated market, or both. The exemptions include, among others:

- Shares issued in substitution for shares of the same class already issued or admitted to trading on the same regulated market, if the issuing of those new shares does not involve any increase in the issued capital (Article 1(4)(e) and (5)(d), Prospectus Regulation).
- Securities offered in connection with a takeover by means of an exchange offer, subject to certain disclosure requirements (Article 1(4)(f) and (5)(e), Prospectus Regulation).
- Securities offered, allotted, or to be allotted in connection with a merger or division, subject to certain disclosure requirements (Article 1(4)(g) and (5)(f), Prospectus Regulation).
- Dividends paid out to existing shareholders in the form of shares of the same class as the shares in respect of which those dividends are paid, subject to certain disclosure requirements (Article 1(4)(h) and (5)(g), Prospectus Regulation).
- Securities offered, allotted, or to be allotted to existing or former directors or employees by their employer or by an affiliated undertaking, subject to certain disclosure requirements (Article 1(4)(i) and (5)(h), Prospectus Regulation).
- An offer of securities to the public from a crowdfunding service provider authorised under *Regulation (EU) 2020/1503*, provided that it does not exceed the threshold of EUR5 million in accordance with the conditions specified in that Regulation (Article 1(4)(k), Prospectus Regulation).

For further information, see *Exemptions Applicable to Both Offers to the Public and Admission to a Regulated Market*.

Additional Public Offer Trigger Exemptions

In addition to the exemptions described in *Exemptions Available to Both Triggers of Prospectus Requirement*, certain types of offer of securities (whether debt or equity) to the public (including invitations to subscribe for those securities) are exempt from the requirement to produce a prospectus under the Prospectus Regulation. These include, among others:

- Offers addressed solely to qualified investors (Article 1(4)(a), Prospectus Regulation).
- Offers addressed to fewer than 150 persons (other than qualified investors) per member state (Article 1(4)(b), Prospectus Regulation).
- Offers with a denomination per unit of at least EUR100,000 (Article 1(4)(c), Prospectus Regulation).
- Offers addressed to investors who acquire securities for a total consideration of at least EUR100,000 per investor, for each separate offer (Article 1(4)(d), Prospectus Regulation).
- Offers with a maximum consideration as specified by the individual member state (Article 3(2), Prospectus Regulation).
- Offers where securities are being sold or placed through a financial intermediary (retail cascades) in certain circumstances (Article 5(1), Prospectus Regulation).

While these exemptions apply to both non-equity and equity securities, an additional exemption is available for non-equity securities issued in a continuous or repeated manner by a credit institution, where the total aggregate consideration in the EU for the securities offered is less than EUR75 million per credit institution calculated over a period of 12 months. This exemption applies to securities that:

- Are not subordinated, convertible, or exchangeable.
- Do not give a right to subscribe to or acquire other types of securities.
- Are not linked to a derivative instrument.

(Article 1(4)(j), Prospectus Regulation.)

For further information, see *Exemptions only Available in Respect of a Public Offer*.

Additional Regulated Market Trigger Exemptions

In addition to the exemptions described in *Exemptions Available to Both Triggers of Prospectus Requirement*, certain securities admitted to trading on a regulated market are exempt from the requirement to produce a prospectus under the Prospectus Regulation. These include, among others:

- Securities fungible with securities already admitted to trading on the same regulated market, provided that they represent, over a period of 12 months, less than 20% of the number of securities already admitted to trading on the same regulated market (Article 1(5)(a), Prospectus Regulation).
- Shares resulting from the conversion or exchange of other securities or from the exercise of the rights conferred by other securities, where the resulting shares are of the same class as the shares already admitted to trading on the same regulated market, provided that the resulting shares represent, over a period of 12 months, less than 20% of the number of shares of the same class already admitted to trading on the same regulated market (Article 1(5)(b), Prospectus Regulation).

- Shares that are offered, allotted, or to be allotted free of charge to existing shareholders if those shares are of the same class as the shares already admitted to trading on the same regulated market. The issuer must make available a document containing information on the number and nature of the shares and the reasons for and details of the offer or allotment. (Article 1(5)(g), Prospectus Regulation.)
- Securities already admitted to trading on another regulated market, provided that:
 - those securities, or securities of the same class, have been admitted to trading on that other regulated market for more than 18 months;
 - the admission to trading on that other regulated market was subject to either a prospectus approved and published in accordance with applicable EU regulations or listing particulars approved under applicable EU regulations (and certain other requirements);
 - the ongoing obligations required by the other regulated market have been fulfilled; and
 - a summary of the securities is made available to the public, including information on where the most recent prospectus can be obtained and where the financial information published by the issuer in accordance with ongoing disclosure obligations is available.

(Article 1(5)(j), Prospectus Regulation.)

While the exemptions relating to securities apply to both equity and non-equity securities, an additional exemption is available for non-equity securities issued in a continuous or repeated manner by a credit institution, where the total aggregated consideration in the EU for the securities offered is less than EUR75 million per credit institution, calculated over a period of 12 months. This exemption applies to securities that:

- Are not subordinated, convertible, or exchangeable.
- Do not give a right to subscribe for or acquire other types of securities.
- Are not linked to a derivative instrument.

(Article 1(5)(i), Prospectus Regulation.)

For further information, see [Exemptions Only Available in Respect of Admission to Regulated Market](#).

For additional information on exemptions from the prospectus requirements, see:

- [Practice Note, EU Prospectus Regulation: DCM: when is a prospectus required?](#).
- [European Securities and Markets Authority \(ESMA\): Questions and Answers on the Prospectus Regulation](#).

Exemptions Applicable to Both Offers to the Public and Admission to a Regulated Market

Certain types of securities are exempt from the requirement to produce a prospectus under the Prospectus Regulation, whether they are offered to the public in the EU, admitted to trading on a regulated market, or both.

Shares Issued in Substitution for Shares of Same Class

The exemption for shares issued in substitution for shares of the same class is only available if both:

- Issuing the new shares does not involve any increase in the issued capital.
- For the regulated market trigger, shares of the same class are already admitted to trading on the same regulated market.

(Article 1(4)(e) and (5)(d), Prospectus Regulation.)

Takeover Exemption

The takeover exemption applies where equity securities are offered in connection with a takeover by means of an exchange offer, provided that:

- A document (an exemption document) is made available to the public containing information describing the transaction and its impact on the issuer (Article 1(4)(f) and (5)(e), Prospectus Regulation).
- Either:
 - the equity securities are fungible with existing securities already admitted to trading on an EU regulated market and the takeover is not considered a reverse acquisition transaction; or
 - the relevant competent authority has approved the exemption document.

The European Commission can make regulations to specify the minimum content requirements of the exemption document (Article 1(7), Prospectus Regulation). These are contained in *Commission Delegated Regulation (EU) 2021/528 supplementing the Prospectus Regulation as regards the minimum information content of the document to be published for a prospectus exemption in connection with a takeover by means of an exchange offer, a merger or a division* (Exemption Document Regulation). The Exemption Document Regulation is directly effective in Ireland.

Like prospectuses, exemption documents are subject to a general disclosure obligation. They must contain the relevant information which is necessary to enable investors to understand:

- The prospects of the issuer and, depending on the type of transaction, of the offeree company, of the company being acquired or of the company being divided, and any significant changes in the business and financial position of each of those companies that have occurred since the end of the previous financial year.
- The rights attaching to the equity securities.
- A description of the transaction and its impact on the issuer.

(Article 2(1), Exemption Document Regulation.)

In addition to the general disclosure obligation, exemption documents must comply with specific disclosure obligations, which are set out in Annexes I and II of the Exemption Document Regulation. The exemption document must comply with Annex I, unless circumstances are such that the increased disclosure requirements in Annex II are required (Article 2(1), Exemption

Document Regulation). See *Practice Note, EU Prospectus Regulation: Exemption Document* for further information on Annex I and Annex II.

Merger or Division Exemption

Securities offered, allotted, or to be allotted in connection with a merger or division are exempt from the requirements of the Prospectus Regulation, provided that a document is made available to the public containing information describing the transaction and its impact on the issuer (Article 1(4)(g) and (5)(f), Prospectus Regulation).

The minimum content requirement of the exemption document is set out in delegated legislation (Article 1(7), Prospectus Regulation) (see *Takeover Exemption*). The merger or division exemption only applies to equity securities in respect of which the transaction is not considered to be a reverse acquisition transaction, and either:

- The equity securities of the acquiring entity have been admitted to trading in an EU regulated market before the transaction.
- The equity securities of the entities subject to the division have already been admitted to trading on an EU regulated market.

Scrip Dividend Exemption

The scrip dividend exemption applies where dividends are paid out to existing shareholders in the form of shares of the same class as the shares in respect of which the dividends are paid, if, in the case of the regulated market trigger, the shares are of the same class as the shares already admitted to trading on the same regulated market, subject to certain disclosure requirements (Article 1(4)(h) and (5)(g), Prospectus Regulation).

The issuer must make a document available containing information on the number and nature of the shares and the reasons for and details of the offer.

Employee Offer Exemption

The employee offer exemption applies where securities are offered, allotted, or to be allotted to existing or former directors or employees by their employer or by an affiliated undertaking if, in the case of the regulated market trigger, the securities are of the same class as the securities already admitted to trading on the same regulated market, subject to certain disclosure requirements (Article 1(4)(i) and (5)(h), Prospectus Regulation).

The issuer must make a document available containing information on the number and nature of the securities and the reasons for and details of the offer or allotment. ESMA has stated that the Committee of European Securities Regulators (CESR) (the forerunner of ESMA) expected the document to include:

- The identification of the issuer and an indication of where additional information on the issuer can be found.
- An explanation of the reasons for the offer or admission to trading together with an indication of the specific provision under which the exemption applies.
- Details of the offer, including:

- key terms and conditions of the offer or admission to trading, which is likely to include information on the addressees of the offer, the time frame of the offer, the minimum and maximum amount of orders, and information on where details of the price can be found, if not yet determined; and
- the nature of the offer (to issue or to sell securities), the conditions on which the securities will be issued or admitted to trading, and the price of the securities, if any.

(ESMA: Update on the consistent implementation of Commission Regulation (EC) No 809/2004 implementing the Prospectus Directive.)

In relation to the number and nature of the securities involved in the offer or admission to trading, CESR would expect this to include a summarised description of the rights attaching to the securities. This information document does not need to be filed with, or approved by, the relevant competent authority, and it should make clear that it is not a prospectus.

Crowdfunding Exemption

The crowdfunding exemption applies where securities are offered to the public from a crowdfunding service provider authorised under Regulation (EU) 2020/1503, provided that it does not exceed the threshold of EUR5 million. The consideration for crowdfunding offers is to be calculated over a period of 12 months as the sum of:

- The total consideration of offers of transferable securities and admitted instruments for crowdfunding purposes (as defined in Article 2(1) of the Prospectus Regulation) and the amounts raised by means of loans through a crowdfunding platform by a particular project owner.
- The total consideration of offers to the public of transferable securities made by the project owner, as referred to in the above point, in its capacity as an offeror under the exemption in Article 1(3), or Article 3(2), of the Prospectus Regulation.

(Article 1(4)(k), Prospectus Regulation.)

Exemptions Only Available in Respect of a Public Offer

The exemptions from the requirement for a prospectus that apply to the offer to the public trigger (but not also to the regulated market trigger) are as follows.

Offers to Qualified Investors

Offers of securities addressed solely to qualified investors are exempt (Article 1(4)(a), Prospectus Regulation). Qualified investors are defined as persons or entities under the professional investor classification in MiFID II, namely:

- Professional clients.
- Persons treated as professional clients.
- Persons recognised as eligible counterparties.

Offers to Fewer than 150 Persons

Offers of securities addressed to fewer than 150 natural or legal persons (other than qualified investors) per member state are exempt (Article 1(4)(b), Prospectus Regulation).

Offers with Denomination of at Least EUR100,000 per unit

Offers of securities whose denomination per unit amounts to at least EUR100,000 are exempt (Article 1(4)(c), Prospectus Regulation).

Total Consideration of at Least EUR100,000

Offers addressed to investors who acquire securities for a total consideration of at least EUR100,000 per investor for each separate offer are exempt (Article 1(4)(d), Prospectus Regulation).

Domestic Offers with Maximum Consideration of EUR8 million

Offers with a maximum consideration as specified by the individual member state are exempt. Member states can decide whether to exempt offers to the public from the obligation to produce a prospectus, provided that:

- The offers are not subject to a notification under Article 25 of the Prospectus Regulation requesting the passporting to another member state of a prospectus prepared in connection with those offers.
- The total consideration of each offer (calculated over a period of 12 months) does not exceed EUR8 million.

(Article 3(2), Prospectus Regulation.)

ESMA has published a list of the thresholds that have been applied in the various member states (see [Legal Update, New Prospectus Regulation: ESMA list of thresholds below which prospectus not required](#)). Ireland has exercised this option and exempted offers with a total consideration in the EU of EUR8 million or less (calculated over a period of 12 months) ([European Union \(Prospectus\) Regulations 2019 \(SI 380/2019\)](#) (as amended)). Where an offer of securities does not trigger a requirement to publish a prospectus because the securities offered amount to EUR8 million or less, a "local offer" document may be required to be published under the [Companies Act](#) if the amount offered exceeds EUR100,000 but is less than EUR8 million depending on the number of persons to whom it is addressed and other factors.

Retail Cascades

Offers where securities are being sold or placed through a financial intermediary (retail cascades) are exempt in certain circumstances (Article 5(1), Prospectus Regulation). Broadly, financial intermediaries can rely on the initial prospectus for the resale or final placement of securities provided it is valid and the issuer or offeror responsible for drawing it up gives written consent to its use.

Exemptions Only Available in Respect of Admission to Regulated Market

20% Exemption

The 20% exemption applies to securities fungible with securities already admitted to trading on the same regulated market, provided that they represent, over a period of 12 months, less than 20% of the number of securities already admitted to trading on the same regulated market (Article 1(5)(a), Prospectus Regulation).

This exemption may not be combined with the exemption in Article 1(5)(b) of the Prospectus Regulation (see *Shares Converted or Exchanged Exemption*) to the extent that the combination could lead to the immediate or deferred admission, over a period of 12 months, of more than 20% of the number of shares of the same class already admitted to trading on the same regulated market, without a prospectus being published (Article 1(6), Prospectus Regulation).

Shares Converted or Exchanged Exemption

Shares issued as a result of the conversion or exchange of other securities or from the exercise of the rights conferred by other securities are exempt where the resulting shares are of the same class as the shares already admitted to trading on the same regulated market, provided that the resulting shares represent, over a period of 12 months, less than 20% of the number of shares of the same class already admitted to trading on the same regulated market. (Article 1(5)(b), Prospectus Regulation.)

The 20% limit does not apply in certain cases, including where:

- An approved prospectus was drawn up for the offer or admission of the securities giving access to the shares.
- The securities giving access to the shares were issued before 20 July 2017.

(Second sub-paragraph, Article 1(5), Prospectus Regulation.)

This exemption may not be combined with the 20% exemption in Article 1(5)(a) of the Prospectus Regulation (see *20% Exemption*) to the extent that this combination could lead to the immediate or deferred admission, over a period of 12 months, of more than 20% of the number of shares of the same class already admitted to trading on the same regulated market, without a prospectus being published (Article 1(6), Prospectus Regulation).

Free of Charge Exemption

The free of charge exemption applies to shares that are offered, allotted, or to be allotted free of charge to existing shareholders if the shares are of the same class as the shares already admitted to trading on the same regulated market. The issuer must make available a document containing information on the number and nature of the shares and the reasons for and details of the offer (Article 1(5)(g), Prospectus Regulation).

Exemption Applicable to Shares Already Admitted to Trading on Another Regulated Market

Securities already admitted to trading on another regulated market are exempt, provided that:

- Those securities, or securities of the same class, have been admitted to trading on that other regulated market for more than 18 months.
- The admission to trading on that other regulated market was subject to either:
 - a prospectus approved and published in accordance with applicable EU regulations; or
 - listing particulars approved under applicable EU regulations (and certain other requirements).

- The ongoing obligations required by the other regulated market have been fulfilled.
- A summary of the securities is made available to the public including information on:
 - where the most recent prospectus can be obtained; and
 - where the financial information published by the issuer pursuant to ongoing disclosure obligations is available.
 - (Article 1(5)(j), Prospectus Regulation.)

Examples of Prospectus Exemptions Used in Equity and Debt Offerings

Private Placement to Qualified Investors of Equity Securities Admitted to Trading on Euronext Regulated Market

Typically, where an Irish issuer with equity securities already admitted to trading on the regulated market of Euronext Dublin (Euronext Regulated Market) is seeking to raise capital quickly through an equity issuance, it structures the capital raise as a non-pre-emptive placing to qualified investors in respect of less than 20% of the number of securities already admitted to trading, thereby availing of the 20% exemption (see [20% Exemption](#)).

That placing is typically structured as an accelerated bookbuild, which is announced after markets close, with the results of the placing announced the following morning. From a documentation perspective, this placing is ordinarily made by an announcement published via a regulatory information service, and would include:

- The background to and reasons for the placing.
- An update on current trading.
- The full terms and conditions of the placing.

The announcement would make clear that members of the public are not entitled to participate in the placing and the terms and conditions would require each placee to represent that it is a qualified investor. Following release of the announcement, potential placees would submit orders to the managers appointed by the issuer to conduct the placing and would be allocated the new securities following completion of the bookbuild process.

Private Placement to Qualified Investors of Equity Securities Admitted to Trading on Euronext Growth Market

The Euronext Growth Market is not a regulated market. Therefore, Irish issuers with equity securities already admitted to trading on the Euronext Growth Market are not subject to the regulated market trigger when issuing further equity securities to be admitted to trading on the Euronext Growth Market.

Therefore, when seeking to raise capital through an equity issuance, these issuers would typically structure the transaction as a non-pre-emptive placing to qualified investors, thereby availing of the offers to qualified investors exemption (see [Offers to Qualified Investors](#)). This placing is structured and effected in the same manner as a non-pre-emptive placing by an Irish issuer with equity securities admitted to trading on the Euronext Regulated Market (see [Private Placement to Qualified Investors of Equity Securities Admitted to Trading on Euronext Regulated Market](#)).

Issuance of Equity Securities in Connection with Business Combination Transactions

There is a well established view among practitioners in the Irish market that a takeover involving the issue of transferable securities, which is achieved by a scheme of arrangement under Part 9 of the Companies Act, should not trigger the requirement for a prospectus as the issuance does not fall within the definition of an offer to the public.

The rationale for this is that there is no offer which enables investors to buy or subscribe for securities (in other words, there is no element of individual choice on the part of the recipient). Instead, there is a court procedure under which members or creditors are asked to vote on and approve an arrangement which results in the allotment of securities to shareholders. However, there is still likely to be a requirement to produce a prospectus if the consideration shares are being admitted to trading on a regulated market, unless the 20% exemption is available (see [20% Exemption](#)).

Offers of Debt Securities with Denomination per Unit of at Least EUR100,000

In Ireland, for both Irish and non-Irish issuers, the most common basis for a registration or prospectus exemption for debt offerings is an offer of securities with a denomination per unit of at least EUR100,000.

Additional Considerations for Exempt Offers by Unlisted Companies

As set out in [Triggers for a Prospectus](#), a prospectus is required where either or both of the following triggers apply:

- Securities are offered to the public within the EU (Article 3(1), Prospectus Regulation).
- Securities are admitted to trading on an EU regulated market (Article 3(3), Prospectus Regulation).

Companies that do not have, or are not proposing to have, securities admitted to trading on a regulated market do not need to be concerned about the second trigger. However, they still need to publish a prospectus for a public offer in the EU, unless an exemption applies (see [Exemptions Available to Both Triggers of Prospectus Requirement](#) and [Exemptions Applicable to Both Offers to the Public and Admission to a Regulated Market](#)).

Private companies are prohibited from offering their shares to the public unless it is an offer addressed to:

- Qualified investors.
- 149 or fewer persons.
- A combination of both.

(Section 68, Companies Act.)

Private companies are also prohibited from offering their debentures to the public subject to the following exemptions:

- An offer addressed solely to qualified investors.
- An offer addressed to fewer than 150 persons, other than qualified investors.
- An offer addressed to investors who acquire securities for a total consideration of at least EUR100,000 per investor, for each separate offer.

- An offer with a denomination per unit amounting to at least EUR100,000.
- An offer with a total consideration in the EU of less than EUR100,000, which will be calculated over a period of 12 months.
- An allotment or an agreement to make an allotment, with a view to those debentures being the subject of any one or more of the offers referred to above.

(Section 68, Companies Act.)

If a private company does not meet one of these listed exemptions in relation to the offer of shares or debentures and it wishes to make an offer of shares or debentures, it must first re-register as a public company.

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