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# MyBali Coffee GmbH: grounds to suspect bonds forming part of a loan issue (Teilschuldverschreibung) being offered to the public without the required securities information sheet

The Federal Financial Supervisory Authority (Bafin) has sufficient grounds to suspect that MyBali Coffee GmbH is offering securities to the public in Germany in the form of bonds forming part of a loan issue (Teilschuldverschreibung; “5,25% SHI GmbH- Anleihe 2022/2029”) without the required securities information sheet.

## Background information:

As a rule, securities may be offered to the public in Germany only if a prospectus has been published. This prospectus must be approved by Bafin prior to publication. Offering securities to the public without an approved prospectus constitutes a violation of the prospectus requirement under Article 3(1) of the EU Prospectus Regulation – unless an exemption applies. However, under section 3 (2) of the German Securities Prospectus Act (WpPG), an exemption from the prospectus requirement applies if the total consideration for the securities offered in the European Economic Area (EEA) does not exceed €8 million calculated over a period of 12 months. In this case the offeror is re-

quired to publish a securities information sheet if the total consideration for the securities offered exceeds €100,000. The securities information sheet must be approved by Bafin prior to publication.

During the approval process, Bafin checks whether the securities information sheet includes the minimum information required by law in the correct order and whether its content is easily understandable, coherent and consistent. However, Bafin is not responsible for checking whether the information contained in the securities information sheet is correct, for assessing the integrity of the issuer, or for reviewing the product in question.

Offerors and issuers can be held liable for failing to publish a securities information sheet as required (section 15 of the WpPG). The parties initiating the securities information sheet and the offerors are liable for ensuring that the information provided in the securities information sheet which is material to the assessment of the securities being offered is accurate and not misleading (section 11 of the WpPG).

Violations of the requirement to publish a securities information sheet are punishable by a fine of up to € 700,000.

Bafin advises consumers to base all investments in securities solely on the information offerors are required to provide by law.

You can check whether an approved prospectus or a securities information sheet approved for publication for an offer of securities to the public has been filed with Bafin by consulting the Prospectuses filed database on the Bafin website.

## Please note:

Bafin performs its functions and exercises its powers exclusively in the public interest in accordance with section 4 (4) of the Act Establishing the Federal Financial Supervisory Authority (Finanzdienstleistungsaufsichtsgesetz – FinDAG). Due to their statutory obligation of confidentiality, Bafin's staff are not in a position to provide third parties with information regarding the progress and results of administrative proceedings.

However, there are ways in which you can support Bafin's work: if you have any specific information about the offeror mentioned above – such as contract templates, email addresses, telephone or fax numbers of contact persons or the offeror's account details – please do not hesitate to get in touch with our contact point for whistleblowers.