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ECO 4
ENT 45
IA 56
IND 180

TELECOM 112
POLCOM 95
JAI 327
DATAPROTECT 81
ENV 225
CLIMA 133
TRANS 141
ENER 122
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NOTE

From: General Secretariat of the Council

To: Delegations

Subject: Proposal for a DIRECTIVE OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL amending Directives 2014/65/EU and (EU) 2022/2557 as regards the extension of certain mitigating measures available for small and medium sized enterprises to small mid-cap enterprises and further simplifying measures

– Four-column table

Delegations will find in the Annex, for information, the four-column table on the above-mentioned proposal.

Proposal for a DIRECTIVE OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL amending Directives 2014/65/EU and (EU) 2022/2557 as regards the extension of certain mitigating measures available for small and medium sized enterprises to small mid-cap enterprises and further simplifying measures
2025/0131(COD)

	CLEAN	Commission Proposal	VS.EC	EP Mandate	VS.EC	Council Mandate	VS.EC	Draft Agreement
Formula								
1		2025/0131 (COD)		2025/0131 (COD)		2025/0131 (COD)		
Document Stage								
2		Proposal for a		Proposal for a		Proposal for a		
Document Type								
3		DIRECTIVE OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL		DIRECTIVE OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL		DIRECTIVE OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL		
Document Purpose								
4		amending Directives 2014/65/EU and (EU) 2022/2557 as regards the extension of certain mitigating measures available for small and medium sized enterprises to small mid-cap enterprises and further simplifying measures		amending Directives 2014/65/EU and (EU) 2022/2557 as regards the extension of certain mitigating measures available for small and medium sized enterprises to small mid-cap enterprises and further simplifying measures		amending Directives 2014/65/EU and (EU) 2022/2557 as regards the extension of certain mitigating measures available for small and medium sized enterprises to small mid-cap enterprises and further simplifying measures with a view to simplification		

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Formula								
5	THE EUROPEAN PARLIAMENT AND THE COUNCIL OF THE EUROPEAN UNION,	THE EUROPEAN PARLIAMENT AND THE COUNCIL OF THE EUROPEAN UNION,	VS.EC	THE EUROPEAN PARLIAMENT AND THE COUNCIL OF THE EUROPEAN UNION,	VS.EC	THE EUROPEAN PARLIAMENT AND THE COUNCIL OF THE EUROPEAN UNION,		
Citation 1								
6	Having regard to the Treaty on the Functioning of the European Union, and in particular Article 53(1), Article 114 thereof,	Having regard to the Treaty on the Functioning of the European Union, and in particular Article 53(1), Article 114 thereof,		Having regard to the Treaty on the Functioning of the European Union, and in particular Article 53(1), Article 114 thereof,		Having regard to the Treaty on the Functioning of the European Union, and in particular Article 53(1)- and Article 114 thereof,		
Citation 2								
7	Having regard to the proposal from the European Commission,	Having regard to the proposal from the European Commission,		Having regard to the proposal from the European Commission,		Having regard to the proposal from the European Commission,		
Citation 3								
8	After transmission of the draft legislative act to the national parliaments,	After transmission of the draft legislative act to the national parliaments,		After transmission of the draft legislative act to the national parliaments,		After transmission of the draft legislative act to the national parliaments,		
Citation 4								
9	Having regard to the opinion of the European Economic and Social Committee, ¹ <u>1. OJ C , , p.</u>	Having regard to the opinion of the European Economic and Social Committee, ¹ <u>1. OJ C , , p.</u>		Having regard to the opinion of the European Economic and Social Committee, ¹ <u>1. OJ C , , p.</u>		Having regard to the opinion of the European Economic and Social Committee, ¹ <u>1. OJ C , , p.</u>		
Citation 5								
10	Having regard to the opinion of the Committee of the Regions ¹ , <u>1. OJ C , , p.</u>	Having regard to the opinion of the Committee of the Regions ¹ , <u>1. OJ C , , p.</u>		Having regard to the opinion of the Committee of the Regions ¹ , <u>1. OJ C , , p.</u>		<i>deleted</i>		

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Citation 6							
11	Acting in accordance with the ordinary legislative procedure,	VS.EC	Acting in accordance with the ordinary legislative procedure,	VS.EC	Acting in accordance with the ordinary legislative procedure,		
Formula							
12	Whereas:		Whereas:		Whereas:		
Recital 1							
13	(1) In the political guidelines for the European Commission's 2024-2029 term ¹ . President von der Leyen set out a plan for the Union's sustainable prosperity and competitiveness. Making business easier and deepening the Single Market are among the plan's key priorities. 1. https://commission.europa.eu/document/download/e6cd4328-673c-4e7a-8683-f63ffb2cf648_en?filename=Political%20Guidelines%202024-2029_EN.pdf	VS.EC	(1) In the political guidelines for the European Commission's 2024-2029 term ¹ . President von der Leyen set out a plan for the Union's sustainable prosperity and competitiveness. Making business easier and deepening the Single Market are among the plan's key priorities. 1. https://commission.europa.eu/document/download/e6cd4328-673c-4e7a-8683-f63ffb2cf648_en?filename=Political%20Guidelines%202024-2029_EN.pdf	VS.EC	(1) In the political guidelines for the European Commission's 2024-2029 term ¹ . President von der Leyen set out a plan for the Union's sustainable prosperity and competitiveness. Making business easier and deepening the Single Market are among the plan's key priorities. 1. https://commission.europa.eu/document/download/e6cd4328-673c-4e7a-8683-f63ffb2cf648_en?filename=Political%20Guidelines%202024-2029_EN.pdf		
Recital 2							
14	(2) The Commission's better regulation agenda ¹ also supports the competitiveness of Union enterprises by aiming to ensure that Union laws deliver on their objectives at a minimum cost. In 2023, the Commission identified the need to rationalize and	VS.EC	(2) The Commission's better regulation agenda ¹ also supports the competitiveness of Union enterprises by aiming to ensure that Union laws deliver on their objectives at a minimum cost. In 2023, the Commission identified the need to rationalize and	VS.EC	(2) The Commission's better regulation agenda ¹ also supports the competitiveness of Union enterprises by aiming to ensure that Union laws deliver on their objectives at a minimum cost. In 2023, the Commission identified the need to rationalize and		

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		<p>simplify reporting requirements for enterprises and administrations² and committed to reduce administrative burdens by 25%.</p> <p>1. Better regulation: Joining forces to make better laws, COM(2021) 219 final, available at: https://eur-lex.europa.eu/legal-content/EN/TXT/?uri=COM:2021:219:FIN</p> <p>2. Long-term competitiveness of the EU: looking beyond 2030, COM(2023) 168 final, available at: https://eur-lex.europa.eu/legal-content/EN/TXT/?uri=CELEX:52023DC0168</p>		<p>simplify reporting requirements for enterprises and administrations² and committed to reduce administrative burdens by 25%. <u>This Directive should ensure that related Union legislation remains proportionate, reduces unnecessary burdens and stimulates growth and investment of companies in the Union and their ability to thrive in the global economy.</u></p> <p>1. Better regulation: Joining forces to make better laws, COM(2021) 219 final, available at: https://eur-lex.europa.eu/legal-content/EN/TXT/?uri=COM:2021:219:FIN</p> <p>2. Long-term competitiveness of the EU: looking beyond 2030, COM(2023) 168 final, available at: https://eur-lex.europa.eu/legal-content/EN/TXT/?uri=CELEX:52023DC0168</p>		<p>simplify reporting requirements for enterprises and administrations² and committed to reduce administrative burdens by 25%.</p> <p>1. Better regulation: Joining forces to make better laws, COM(2021) 219 final, available at: https://eur-lex.europa.eu/legal-content/EN/TXT/?uri=COM:2021:219:FIN</p> <p>2. Long-term competitiveness of the EU: looking beyond 2030, COM(2023) 168 final, available at: https://eur-lex.europa.eu/legal-content/EN/TXT/?uri=CELEX:52023DC0168</p>		
	Recital 3	(3) On 12 September 2023, the Commission published the SME Relief Package ¹ , announcing its goal to help small and medium sized enterprises ('SMEs') compete and grow, by being attentive to the needs of enterprises that outgrow the	(3) On 12 September 2023, the Commission published the SME Relief Package ¹ , announcing its goal to help small and medium sized enterprises ('SMEs') compete and grow, by being attentive to the needs of enterprises that outgrow the	(3) On 12 September 2023, the Commission published the SME Relief Package ¹ , announcing its goal to help small and medium sized enterprises ('SMEs') compete and grow, by being attentive to the needs of enterprises that outgrow the	(3) On 12 September 2023, the Commission published the SME Relief Package ¹ , announcing its goal to help small and medium sized enterprises ('SMEs') compete and grow, by being attentive to the needs of enterprises that outgrow the	(3) On 12 September 2023, the Commission published the SME Relief Package ¹ , announcing its goal to help small and medium sized enterprises ('SMEs') compete and grow, by being attentive to the needs of enterprises that outgrow the		
15		(3) On 12 September 2023, the Commission published the SME Relief Package ¹ , announcing its goal to help small and medium sized enterprises ('SMEs') compete and grow, by being attentive to the needs of enterprises that outgrow the	(3) On 12 September 2023, the Commission published the SME Relief Package ¹ , announcing its goal to help small and medium sized enterprises ('SMEs') compete and grow, by being attentive to the needs of enterprises that outgrow the	(3) On 12 September 2023, the Commission published the SME Relief Package ¹ , announcing its goal to help small and medium sized enterprises ('SMEs') compete and grow, by being attentive to the needs of enterprises that outgrow the	(3) On 12 September 2023, the Commission published the SME Relief Package ¹ , announcing its goal to help small and medium sized enterprises ('SMEs') compete and grow, by being attentive to the needs of enterprises that outgrow the	(3) On 12 September 2023, the Commission published the SME Relief Package ¹ , announcing its goal to help small and medium sized enterprises ('SMEs') compete and grow, by being attentive to the needs of enterprises that outgrow the		

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	<p>that are key to the competitiveness of the Union and its technological sovereignty, in fields including electronics, aerospace and defence, energy, energy-intensive industries and health. Around 20% of all small mid-cap enterprises were SMEs three years earlier².</p> <p>1. Study to map, measure and portray the EU mid-cap landscape - https://op.europa.eu/en/publication-detail/-/publication/ad5fdad5-6a33-11ed-b14f-01aa75ed71a1/language-en/format-PDF/source-277396461</p> <p>2. https://www.esri.ie/system/files/publicatio ns/BKMNEXT429.pdf</p>	<p>innovation and job creation.¹ They are prominently present in industrial ecosystems that are key to the competitiveness of the Union and its technological sovereignty, in fields including electronics, aerospace and defence, energy, energy-intensive industries and health. Around 20% of all small mid-cap enterprises were SMEs three years earlier².</p> <p>1. Study to map, measure and portray the EU mid-cap landscape - https://op.europa.eu/en/publication-detail/-/publication/ad5fdad5-6a33-11ed-b14f-01aa75ed71a1/language-en/format-PDF/source-277396461</p> <p>2. https://www.esri.ie/system/files/publicatio ns/BKMNEXT429.pdf</p>	<p>that are key to the competitiveness of the Union and its technological sovereignty, in fields including electronics, aerospace and defence, energy, energy-intensive industries and health. Around 20% of all small mid-cap enterprises were SMEs three years earlier².</p> <p>1. Study to map, measure and portray the EU mid-cap landscape - https://op.europa.eu/en/publication-detail/-/publication/ad5fdad5-6a33-11ed-b14f-01aa75ed71a1/language-en/format-PDF/source-277396461</p> <p>2. https://www.esri.ie/system/files/publicatio ns/BKMNEXT429.pdf</p>	
Recital 5	(5) Compared to SMEs, SMCs tend to demonstrate a higher pace of growth, and level of innovation and digitisation. Nevertheless, where administrative burden is concerned, they face similar challenges as SMEs, leading to a need for proportionality in legislation and for targeted support. To enable the smooth	(5) Compared to SMEs, SMCs tend to demonstrate a higher pace of growth, and level of innovation and digitisation. Nevertheless, where administrative burden is concerned, they face similar challenges as SMEs, leading to a need for proportionality in legislation and for targeted support. To enable the smooth	(5) Compared to SMEs, SMCs tend to demonstrate a higher pace of growth, and level of innovation and digitisation. Nevertheless, where administrative burden is concerned, they face similar challenges as SMEs, leading to a need for proportionality in legislation and for targeted support. To enable the smooth	
17				

CLEAN	Commission Proposal	V5.EC EP Mandate	V5.EC Council Mandate	V5.EC Draft Agreement
	<p>transition of SMEs into SMCs, it is important to address in a coherent manner the cliff-effect that may arise once they outgrow the segment of SMEs and are faced with rules that apply to large enterprises. To make business easier for SMCs and reduce their administrative burden, a number of existing acts which provide for specific mitigating rules for SMEs should be adapted to extend the scope of those provisions and include SMCs.</p>	<p>transition of SMEs into SMCs, it is important to address in a coherent manner the cliff-effect that may arise once they outgrow the segment of SMEs and are faced with rules that apply to large enterprises. To make business easier for SMCs and reduce their administrative burden, a number of existing acts which provide for specific mitigating rules for SMEs should be adapted to extend the scope of those provisions and include SMCs, <u>provided that <i>doing so does not affect or reduce the scope, funding, or application of Union measures dedicated to SMEs including specific provisions and budgetary allocations made available to them under Union law, including the Multiannual Financial Framework. Given that the majority of SMEs are micro-enterprises whose characteristics and resources differ substantially from those of SMCs, Union law should continue to apply the ‘think small first’ principle to ensure proportionality, as well as adequate protection of and targeted support for the smallest</i></u></p>	<p>transition of SMEs into SMCs, it is important to address in a coherent manner the cliff-effect that may arise once they outgrow the segment of SMEs and are faced with rules that apply to large enterprises. In order to achieve the overarching objective of facilitating the operation of businesses and the internal market, with a particular focus on SMCs, to make business easier for SMCs and reduce their administrative burden, a number of existing acts which provide for specific mitigating rules for SMEs should be adjusted. In particular, to make business easier for SMCs and reduce their administrative burden, those acts should be adapted to extend the scope of those provisions and include SMCs, while still supporting SMEs and maintaining the existing approach.</p>	

CLEAN	Commission Proposal	VS.EC EP Mandate	VS.EC Council Mandate	VS.EC Draft Agreement
Recital 5a		<p><u>companies, while avoiding the creation of disincentives to growth beyond the SME category resulting from the expectation of a disproportionate compliance burden. The changes introduced by this Directive are limited to amendments to Directives 2014/65/EU and (EU) 2022/2557 and do not affect other Union legislation applicable to SMEs or to other categories of undertakings.</u></p>		
17a		<p><u>(5a) In order to ensure that the regulatory framework effectively contributes to the competitiveness and growth of SMEs and SMCs, as well as their access to finance, the proposals set out in this Directive should be accompanied by a set of complementary measures aimed at supporting SMEs and SMCs, not only through regulatory simplification but also through the reduction of administrative burden, the use of fiscal incentives, the strengthening of access to talent and skills, and the</u></p>		

CLEAN	Commission Proposal	VS.EC	EP Mandate	VS.EC	Council Mandate	VS.EC	Draft Agreement
			<u>promotion and adoption of innovative technologies.</u>				
Recital 5b			<u>(5b) The current challenges faced by small European companies in trying to scale their businesses within the Union are significant. Those challenges present a direct threat to the efficacy and success of the internal market, which should be addressed as a priority if the Union is to truly be a place that supports entrepreneurship and a competitive market economy.</u>				
17b							
Recital 6							
18	(6) Directive 2014/65/EU ¹ of the European Parliament and of the Council contains certain provisions that aim at providing simplification or mitigating measures to SMEs. More specifically, those provisions aim at alleviating administrative burden and reducing or eliminating market entry barriers or draw Member States' attention to the benefits that SMEs derive from dedicated guidance, support and assistance. Directive (EU)	(6) Directive 2014/65/EU ¹ of the European Parliament and of the Council contains certain provisions that aim at providing simplification or mitigating measures to SMEs. More specifically, those provisions aim at alleviating administrative burden and reducing or eliminating market entry barriers or draw Member States' attention to the benefits that SMEs derive from dedicated guidance, support and assistance. Directive (EU)	(6) Directive 2014/65/EU ¹ of the European Parliament and of the Council contains certain provisions that aim at providing simplification or mitigating measures to SMEs. More specifically, those provisions aim at alleviating administrative burden and reducing or eliminating market entry barriers or draw Member States' attention to the benefits that SMEs derive from dedicated guidance, support and assistance. Directive (EU)	(6) Directive 2014/65/EU ¹ of the European Parliament and of the Council contains certain provisions that aim at providing simplification or mitigating measures to SMEs. More specifically, those provisions aim at alleviating administrative burden and reducing or eliminating market entry barriers or draw Member States' attention to the benefits that SMEs derive from dedicated guidance, support and assistance. Directive (EU)			

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	<p>2022/2557² of the European Parliament and the Council provides that Member States should support critical entities, including those that qualify as small or medium-sized enterprises, in strengthening their resilience. The Directive requires Member States to include in their resilience strategies a description of measures that are already in place at national level which aim to facilitate the implementation of the obligations of SMEs that were identified as critical entities.</p> <p>1. Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU (recast) (OJ L 173, 12.6.2014, p. 349, ELI: http://data.europa.eu/eli/dir/2014/65/oj.)</p> <p>2. Directive (EU) 2022/2557 of the European Parliament and of the Council of 14 December 2022 on the resilience of critical entities and repealing Council Directive 2008/114/EC (OJ L 333, 27.12.2022, p. 164, ELI: http://data.europa.eu/eli/dir/2022/2557/oj).</p>	<p>2022/2557² of the European Parliament and the Council provides that Member States should support critical entities, including those that qualify as small or medium-sized enterprises, in strengthening their resilience. The Directive requires Member States to include in their resilience strategies a description of measures that are already in place at national level which aim to facilitate the implementation of the obligations of SMEs that were identified as critical entities.</p> <p>1. Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU (recast) (OJ L 173, 12.6.2014, p. 349, ELI: http://data.europa.eu/eli/dir/2014/65/oj.)</p> <p>2. Directive (EU) 2022/2557 of the European Parliament and of the Council of 14 December 2022 on the resilience of critical entities and repealing Council Directive 2008/114/EC (OJ L 333, 27.12.2022, p. 164, ELI: http://data.europa.eu/eli/dir/2022/2557/oj).</p>	<p>2022/2557² of the European Parliament and the Council² provides that Member States should support critical entities, including those that qualify as small or medium-sized enterprises, in strengthening their resilience. The Directive requires Member States to include in their resilience strategies a description of measures that are already in place at national level which aim to facilitate the implementation of the obligations of SMEs that were identified as critical entities.</p> <p>1. Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU (recast) (OJ L 173, 12.6.2014, p. 349, ELI: http://data.europa.eu/eli/dir/2014/65/oj.)</p> <p>2. Directive (EU) 2022/2557 of the European Parliament and of the Council of 14 December 2022 on the resilience of critical entities and repealing Council Directive 2008/114/EC (OJ L 333, 27.12.2022, p. 164, ELI: http://data.europa.eu/eli/dir/2022/2557/oj).</p>				
Recital 7							
19	(7) To ensure consistency and legal certainty, a definition of	(7) To ensure consistency and legal certainty, <u>where appropriate</u> ,	(7) To ensure consistency and legal certainty, a definition of				

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	<p>SMCs should be introduced in those acts. While the definition of SMCs should in principle correspond to the definition in Commission recommendation – insert full title and reference) and cover enterprises that are up to three times the size of SMEs, it should, where appropriate, build on the definitions of SMEs that are already provided in the acts that are being amended, which were considered fitting by the legislators.</p>	<p>VS.EC</p> <p>a definition of SMCs should be introduced in those acts. <i>While the definition of SMCs should in principle correspond to the definition in Commission recommendation – insert full title and reference) and cover enterprises that are up to three times the size of SMEs, it should, where appropriate, build on the definitions of SMEs that are already provided in the acts that are being amended, which were considered fitting by the legislators.</i></p>	<p>VS.EC</p> <p>SMCs should be introduced in those acts. While the definition of a SMC in Commission Recommendation 2025/1099 of 21 May 2025¹ may be useful in the context of some policy areas, for the purpose of this simplification exercise it is appropriate to set higher thresholds. In particular, for the purpose of the Omnibus IV package, SMCs should be defined as enterprises that are not SMEs, that employ fewer than 1000 persons, and that either have an annual turnover not exceeding EUR 200 million or an annual balance sheet total not exceeding EUR 172 million, those numbers and amounts being calculated in accordance with points 1 and 3-6 of the Annex to that principle Commission Recommendation – insert full title and reference) and cover. That scope covers enterprises that are up to three times the size of SMEs without extending to large mid-caps or large enterprises, thereby ensuring achievement of the</p>	<p>VS.EC</p>	<p>Draft Agreement</p>		

CLEAN	Commission Proposal	VS.EC EP Mandate	VSEC Council Mandate	VS.EC Draft Agreement
			<p>objectives referred to in recital 5 in a proportionate way. Nevertheless, that definition, it should, where appropriate, be tailored so as to build on the definitions of SMEs that are already provided in the acts that are being amended, which were considered fitting by the legislators.</p> <p><u>1. Commission Recommendation (EU) 2025/1099 of 21 May 2025 on the definition of small mid-cap enterprises (OJ L, 2025/1099, 28.5.2025, ELI: http://data.europa.eu/eli/reco/2025/1099/oj).</u></p>	
Recital 7a		<p><u>(7a) In order to ensure a coherent and evidence-based approach to the future extension of certain measures favouring SMEs to SMCs, it is necessary to establish a complete overview of all existing derogations, simplifications, exemptions and other preferential treatments granted to SMEs across Union legislation. Such an inventory will serve as the factual basis for assessing, in subsequent legislative initiatives, whether and under which conditions those</u></p>		
19a				

	CLEAN	Commission Proposal	vs.EC	EP Mandate	vs.EC	Council Mandate	vs.EC	Draft Agreement
				<i>measures could be appropriately extended to SMCs.</i>				
Recital 8	(8) identifies a subcategory of multilateral trading facilities ('MTF') known as SME growth markets. Article 33 (3), point (a), of that Directive lays down specific conditions to ensure that those trading venues effectively benefit SMEs by facilitating their access to capital and the further development of specialist markets that cater for SMEs' needs. That provision should be extended to include SMCs, to also allow those companies to access capital markets through those SME growth markets.	(8) Directive 2014/65/EU identifies a subcategory of multilateral trading facilities ('MTF') known as SME growth markets. Article 33 (3), point (a), of that Directive lays down specific conditions to ensure that those trading venues effectively benefit SMEs by facilitating their access to capital and the further development of specialist markets that cater for SMEs' needs. That provision should be extended to include SMCs, to also allow those companies to access capital markets through those SME growth markets.		(8) Directive 2014/65/EU identifies a subcategory of multilateral trading facilities ('MTF') known as SME growth markets. Article 33 (3), point (a), of that Directive lays down specific conditions to ensure that those trading venues effectively benefit SMEs by facilitating their access to capital and the further development of specialist markets that cater for SMEs' needs. That provision should be extended to include SMCs, to also allow those companies to access capital markets through those SME growth markets, while still maintaining the existing approach.				
Recital 9	(9) obliges the Member States to support critical entities that qualify as SMEs in strengthening their resilience. In doing so, Member States are to prevent excessive administrative burdens. To this	(9) Directive (EU) 2022/2557 obliges the Member States to support critical entities that qualify as SMEs in strengthening their resilience. In doing so, Member States are to prevent excessive administrative burdens. To this		(9) Directive (EU) 2022/2557 obliges the Member States to support critical entities that qualify as SMEs in strengthening their resilience. In doing so, Member States are to prevent excessive administrative burdens. To this		(9) Directive (EU) 2022/2557 obliges the Member States to support critical entities that qualify as SMEs in strengthening their resilience. In doing so, Member States are to prevent excessive administrative burdens. To this		
20								
21								

CLEAN	Commission Proposal	VSEEC	EP Mandate	VSEEC	Council Mandate	VSEEC	Draft Agreement
	<p>purpose, Member States are to adopt strategies for enhancing the resilience of critical entities. Pursuant to Article 4 of that Directive, each strategy is to contain a description of measures that are already in place to facilitate the implementation of certain obligations by the SMEs that are identified as critical entities by the Member States. The scope of that provision should be extended to include SMCs, so that Member States should include a description of any facilitating measures for SMC in their strategies.</p>	<p>purpose, Member States are to adopt strategies for enhancing the resilience of critical entities. Pursuant to Article 4 of that Directive, each strategy is to contain a description of measures that are already in place to facilitate the implementation of certain obligations by the SMEs that are identified as critical entities by the Member States. The scope of that provision should be extended to include SMCs, so that Member States should include a description of any facilitating measures for SMC in their strategies. <u>Pursuant to Articles 4 and 10 of Directive (EU) 2022/2557, such measures should support compliance for SMEs and SMCs without undermining the uniform application of minimum resilience requirements or the objectives of that Directive.</u></p>	<p>purpose, Member States are to adopt strategies for enhancing the resilience of critical entities. Pursuant to Article 4 of that Directive, each strategy is to contain a description of measures that are already in place to facilitate the implementation of certain obligations by the SMEs that are identified as critical entities by the Member States. The scope of that provision should be extended to include SMCs, so that Member States should include a description of any facilitating measures for SMC in their strategies.</p>				
Recital 9a		<p><u>(9a) The Commission should, by five years from the date of entry into force of this Directive and every five years thereafter, carry out an evaluation and submit a report to the European</u></p>	<p>(9a) Since the objective of this Directive, namely to reduce the administrative burden for SMEs by extending to them mitigation measures that currently benefit SMEs, cannot</p>				
21a							

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		<p><i><u>Parliament and the Council on the implementation of the provisions of Directives 2014/65/EU and (EU) 2022/2557 as amended by this Directive, including the impact on the reduction of administrative burden and on competitiveness, on economic, social and environmental aspects, and on the development and growth of micro, small and medium-sized enterprises. The report should in particular focus on any need to review the thresholds defining SMCs in light of economic and market developments. Thresholds defining enterprise categories should be based on objective, verifiable, and up-to-date data, underpinned by a clear policy rationale. The report should be accompanied, if appropriate, by a legislative proposal.</u></i></p>	<p>be sufficiently achieved by the Member States but can rather, by reason of the scale or effects of the action, be better achieved at Union level, the Union may adopt measures, in accordance with the principle of subsidiarity as set out in Article 5 of the Treaty on European Union. In accordance with the principle of proportionality as set out in that Article, this Directive does not go beyond what is necessary in order to achieve that objective.</p>				
Recital 10	(10) Directives 2014/65/EU and (EU) 2022/2557 should therefore be amended accordingly,	(10) Directives 2014/65/EU and (EU) 2022/2557 should therefore be amended accordingly,	(10) Directives 2014/65/EU and (EU) 2022/2557 should therefore be amended accordingly,				
Formula							
23	HAVE ADOPTED THIS DIRECTIVE:	HAVE ADOPTED THIS DIRECTIVE:	HAVE ADOPTED THIS DIRECTIVE:				

CLEAN	Commission Proposal	VS.EC	EP Mandate	VS.EC	Council Mandate	VS.EC	Draft Agreement
Article 1							
24	Article 1 Amendments to Directive 2014/65/EU	Article 1 Amendments to Directive 2014/65/EU	Article 1 Amendments to Directive 2014/65/EU	Article 1 Amendments to Directive 2014/65/EU	Article 1 Amendments to Directive 2014/65/EU		
Article 1, first paragraph							
25	Directive 2014/65/EU is amended as follows:	Directive 2014/65/EU is amended as follows:	Directive 2014/65/EU is amended as follows:	Directive 2014/65/EU is amended as follows:	Directive 2014/65/EU is amended as follows:		
Article 1, first paragraph, point (1)							
26	(1) in Article 4(1), the following point (13a) is inserted:	(1) in Article 4(1), the following point (13a) is inserted:	(1) in Article 4(1), the following point (13a) is inserted:	(1) in Article 4(1), the following point (13a) is inserted:	(1) in Article 4(1), the following point (13a) is inserted:		
Article 1, first paragraph, point (1), amending provision, numbered paragraph (13a)							
27	(13a) ‘small mid-cap enterprises’, for the purposes of this Directive, means companies that had an average market capitalisation equal to or higher than EUR 200 000 000 and lower than EUR 1 000 000 000 on the basis of end-year quotes for the previous three calendar years;;	(13a) ‘small mid-cap enterprises’, <u>or ‘SMCs’</u> for the purposes of this Directive, means companies that had an average market capitalisation equal to or higher than EUR 200 000 000 and lower than EUR 1 000 000 000 on the basis of end-year quotes for the previous three calendar years;;	(13a) ‘small mid-cap enterprises’, <u>or ‘SMCs’</u> for the purposes of this Directive, means companies that had an average market capitalisation equal to or higher than EUR 200 000 000 and lower than EUR 1 000 000 000 on the basis of end-year quotes for the previous three calendar years;;	(13a) ‘small mid-cap enterprises’ or ‘SMCs’, for the purposes of this Directive, means companies that had an average market capitalisation equal to or higher than EUR 200 000 000 and lower than EUR 1 000 000 000 on the basis of end-year quotes for the previous three calendar years;;	(13a) ‘small mid-cap enterprises’ or ‘SMCs’, for the purposes of this Directive, means companies that had an average market capitalisation equal to or higher than EUR 200 000 000 and lower than EUR 1 000 000 000 on the basis of end-year quotes for the previous three calendar years;;		
Article 1, first paragraph, point (2)							
28	(2) in Article 33(3), point (a) is replaced by the following:	(2) in Article 33(3), point (a) is replaced by the following:	(2) in Article 33(3), point (a) is replaced by the following:	(2) in Article 33(3), point (a) is replaced by the following:	(2) in Article 33(3), point (a) is replaced by the following:		
Article 1, first paragraph, point (2), amending provision, numbered paragraph (a)							
29							

CLEAN	Commission Proposal	VS.EC	EP Mandate	VS.EC	Council Mandate	VS.EC	Draft Agreement
	(a) at least 50% of the issuers whose financial instruments are admitted to trading on the MTF are SMEs or SMCs or both, at the time when the MTF is registered as an SME growth market and in any calendar year thereafter.;	VS.EC	(a) at least 50% of the issuers whose financial instruments are admitted to trading on the MTF are SMEs or SMCs or both, at the time when the MTF is registered as an SME growth market and in any calendar year thereafter.;	VS.EC	(a) at least 50% of the issuers whose financial instruments are admitted to trading on the MTF are SMEs or SMCs or both, at the time when the MTF is registered as an SME growth market and in any calendar year thereafter.;		
Article 2							
30	Article 2 Amendment to Directive (EU) 2022/2557	VS.EC	Article 2 Amendment to Directive (EU) 2022/2557	VS.EC	Article 2 Amendment to Directive (EU) 2022/2557		
Article 2a							
30a							
Article 2, first paragraph							
31	In Article 4(2) of Directive (EU) 2022/2557, point (h) is replaced by the following:	VS.EC	In Article 4(2) of Directive (EU) 2022/2557, point (h) is replaced by the following is amended as follows:	VS.EC	In Article 4(2) of Directive (EU) 2022/2557, point (h) is replaced by the following is amended as follows:		
Article 2, first paragraph, point (1)							
31a					(1) in Article 2, the following points are inserted:		
Article 2, first paragraph, point (1), amending provision, point (1)							
31b					(11) 'small and medium-sized enterprises' means enterprises as defined in Article 2 of the		

CLEAN	Commission Proposal	vs.EC	EP Mandate	vs.EC	Council Mandate	vs.EC	Draft Agreement
					Annex to Commission Recommendation 2003/361/EC*;		
	Article 2, first paragraph, point (1), amending provision, point (2)						
31c					(12) 'small mid-cap enterprises' means enterprises which are not micro, small and medium-sized enterprises, that employ fewer than 1000 persons, and either have an annual turnover not exceeding EUR 200 million or an annual balance sheet total not exceeding EUR 172 million, those numbers and amounts being calculated in accordance with points (1) and (3)-(6) of the Annex to Commission Recommendation 2025/1099 on the definition of small mid-cap enterprises**.		
	Article 2, first paragraph, point (1), amending provision, first paragraph						
31d	_____ Moved reference text				_____ Moved from row 33 [33 - 31d]		
	Article 2, first paragraph, point (1), amending provision, fourth paragraph						
31e	* Commission Recommendation of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises (OJ L 124, 20.5.2003, p. 36, ELI:				* Commission Recommendation of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises (OJ L 124, 20.5.2003, p. 36, ELI:		

CLEAN	Commission Proposal	vs.EC	EP Mandate	vs.EC	Council Mandate	vs.EC	Draft Agreement
	http://data.europa.eu/eli/reco/2003/361/oj . Moved reference text				http://data.europa.eu/eli/reco/2003/361/oj . Moved from row 34 [34 - 31e]		
Article 2, first paragraph, point (1), amending provision, fifth paragraph							
31f	** Commission Recommendation of X May 2025 concerning the definition of small mid-cap enterprises (XXXX) , Moved reference text	** Commission Recommendation of X 2025/1099 of 21 May 2025 concerning the definition of small mid-cap enterprises (XXXX) OJ L, 2025/1099, 28.5.2025, ELI: http://data.europa.eu/eli/reco/2025/1099/oj ,					
Article 2, first paragraph, point (2)					Moved from row 35 [35 - 31f]		
31g					(2) in Article 4(2), point (h) is replaced by the following:		
Article 2a, first paragraph a							
31h			<u><i>in Article 2, the following points are added:</i></u> <u><i>'(10a) 'micro, small and medium-sized enterprises' means enterprises which employ fewer than 250 persons and which have an annual turnover not exceeding EUR 50 million, or an annual balance sheet total not exceeding</i></u>				

CLEAN	Commission Proposal	VS.EC	EP Mandate	VS.EC	Council Mandate	VS.EC	Draft Agreement
			<u>EUR 43 million in accordance with Article 2 of the Annex to Commission Recommendation 2003/361/EC*</u> <u>(10b) 'small mid-cap enterprises' means enterprises that are not micro, small, and medium-sized enterprises, that employ fewer than 1000 persons, and that have an annual turnover not exceeding EUR 200 million or an annual balance sheet total not exceeding EUR 172 million.</u>				
	Article 2, first paragraph, point (2), amending provision, numbered paragraph (h)						
32	(h) a description of measures already in place which aim to facilitate the implementation of obligations under Chapter III of this Directive by small and medium-sized enterprises within the meaning of the Annex to Commission Recommendation 2003/361/EC* and by small mid-cap enterprises within the meaning of the Annex to Commission Recommendation XX** that the Member State in question has identified as critical entities. ? .		(h) <u>in Article 4(2), point (b) is replaced by the following:</u> <u>'(h) a description of measures already in place which aim to facilitate the implementation of obligations under Chapter III of this Directive by small and medium-sized enterprises within the meaning of the Annex to Commission Recommendation 2003/361/EC* and by small mid-cap enterprises within the meaning of the Annex to Commission Recommendation XX** that the Member State in question has identified as critical entities. ? .</u>		(h) a description of measures already in place which aim to facilitate the implementation of obligations under Chapter III of this Directive by small and medium-sized enterprises within the meaning of the Annex to Commission Recommendation 2003/361/EC* and by small mid-cap enterprises within the meaning of the Annex to Commission Recommendation XX** that the Member State in question has identified as critical entities. ? .		

CLEAN	Commission Proposal	VS.EC	EP Mandate	VS.EC	Council Mandate	VS.EC	Draft Agreement
Article 2, first paragraph, point (2), amending provision, second paragraph							
33	_____	_____	_____		Moved to row 31d [33 - 31d]		
Article 2, first paragraph, point (2), amending provision, third paragraph							
34	* Commission Recommendation of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises (OJ L 124, 20.5.2003, p. 36, ELI: http://data.europa.eu/eli/reco/2003/361/oj).	* Commission Recommendation of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises (OJ L 124, 20.5.2003, p. 36, ELI: http://data.europa.eu/eli/reco/2003/361/oj).			Moved to row 31e [34 - 31e]		
Article 2, first paragraph, point (2), amending provision, fourth paragraph							
35	** Commission Recommendation of X May 2025 concerning the definition of small mid-cap enterprises (XXXXX) ,	** Commission Recommendation of X May 2025 concerning the definition of small mid-cap enterprises (XXXXX) ,			Moved to row 31f [35 - 31f]		
Article 2a							
35a			<u>Article 2a</u> <u>By ... [five years from the date of entry into force of this amending Directive], and every five years thereafter, the Commission shall carry out an evaluation and submit a report to the European Parliament and the Council on the implementation of the provisions of Directives</u>				

	CLEAN	Commission Proposal	vs.EC	EP Mandate	vs.EC	Council Mandate	vs.EC	Draft Agreement
			vs.EC	<u>2014/65/EU and (EU) 2022/2557 as amended by this Directive, including the impact on the reduction of administrative burden and on competitiveness, on economic, social and environmental aspects, and on the development and growth of micro, small and medium-sized enterprises. The report shall in particular focus on any need to review the thresholds defining SMCs in light of economic and market developments. The report shall be accompanied, if appropriate, by a legislative proposal.</u>				
Article 3								
36	Transposition	Article 3	Transposition	Article 3	Transposition	Article 3	Transposition	
Article 3(1), first subparagraph								
37	1. Member States shall adopt and publish, by [Note to PO: insert exact date – [...] 12 months after entry into force of this Directive] at the latest, the laws, regulations and administrative provisions necessary to comply with this Directive. They shall forthwith communicate to the Commission the text of those provisions.	1. Member States shall adopt and publish, by [Note to PO: insert exact date – [...] 12 months after entry into force of this Directive] at the latest, the laws, regulations and administrative provisions necessary to comply with this Directive. They shall forthwith communicate to the Commission the text of those provisions.	1. Member States shall adopt and publish, by [Note to PO: insert exact date – [...] 12 months after entry into force of this Directive] at the latest, the laws, regulations and administrative provisions necessary to comply with this Directive. They shall forthwith communicate to the Commission the text of those provisions.	1. By ... [18 months after the date of entry into force of this Directive], Member States shall adopt and publish, by [Note to PO: insert exact date – [...] 12 months after entry into force of this Directive] at the latest, the laws, regulations and administrative provisions the measures necessary to comply				

CLEAN	Commission Proposal	VS.EC	EP Mandate	VS.EC	Council Mandate	VS.EC	Draft Agreement
					with this Directive. They shall forthwith communicate to immediately inform the Commission the text of these provisions thereof .		
Article 3(1), second subparagraph							
38	They shall apply those provisions from [Note to PO: insert exact date – [...] 12 months and one day after entry into force of this Directive].	They shall apply those provisions from [Note to PO: insert exact date – [...] 12 months and one day after entry into force of this Directive].			They shall apply those provisions from [Note to PO: insert exact date – [...] 12 months and one day after entry into force of this Directive]. measures from ... [18 months and one day after the date of entry into force of this Directive].		
Article 3(1), third subparagraph							
39	When Member States adopt those provisions, they shall contain a reference to this Directive or be accompanied by such a reference on the occasion of their official publication. Member States shall determine how such reference is to be made.	When Member States adopt those provisions, they shall contain a reference to this Directive or be accompanied by such a reference on the occasion of their official publication. Member States shall determine how such reference is to be made.			When Member States adopt those provisions measures , they shall contain a reference to this Directive or shall be accompanied by such a reference on the occasion of their official publication. Member States shall determine how The methods of making such reference is to be made shall be laid down by Member States.		
Article 3(2)							
40	2. Member States shall communicate to the Commission the text of the main provisions of national law which they adopt in the field covered by this Directive.	2. Member States shall communicate to the Commission the text of the main provisions of national law which they adopt in the field covered by this Directive.			2. Member States shall communicate to the Commission the text of the main provisions of national law which they adopt in the field covered by this Directive.		

	CLEAN	Commission Proposal	vs.EC	EP Mandate	vs.EC	Council Mandate	vs.EC	Draft Agreement
Article 4								
41	Entry into force	Article 4 Entry into force	Article 4 Entry into force	Article 4 Entry into force	Article 4 Entry into force	Article 4 Entry into force		
Article 4, first paragraph								
42	This Directive shall enter into force on the twentieth day following that of its publication in the Official Journal of the European Union.	This Directive shall enter into force on the twentieth day following that of its publication in the Official Journal of the European Union.	This Directive shall enter into force on the twentieth day following that of its publication in the Official Journal of the European Union.	This Directive shall enter into force on the twentieth day following that of its publication in the Official Journal of the European Union.	This Directive shall enter into force on the twentieth day following that of its publication in the Official Journal of the European Union.	This Directive shall enter into force on the twentieth day following that of its publication in the Official Journal of the European Union.		
Article 5								
43	Addressees	Article 5 Addressees	Article 5 Addressees	Article 5 Addressees	Article 5 Addressees	Article 5 Addressees		
Article 5, first paragraph								
44	This Directive is addressed to the Member States.	This Directive is addressed to the Member States.	This Directive is addressed to the Member States.	This Directive is addressed to the Member States.	This Directive is addressed to the Member States.	This Directive is addressed to the Member States.		
Formula								
45	Done at Brussels,	Done at Brussels,	Done at Brussels,	Done at Brussels,	Done at Brussels,	Done at Brussels,		
Formula								
46	For the European Parliament	For the European Parliament	For the European Parliament	For the European Parliament	For the European Parliament	For the European Parliament		
Formula								
47	The President	The President	The President	The President	The President	The President		
Formula								
48	For the Council	For the Council	For the Council	For the Council	For the Council	For the Council		
Formula								
49	The President	The President	The President	The President	The President	The President		

