Bafin Federal Financial Supervisory Authority

24/11/2026

Di Lucca Investment (PTY) LTD: grounds to suspect shares being offered to the public without the required securities prospectus

The Federal Financial Supervisory Authority (Bafin) has sufficient grounds to suspect that Di Lucca Investment (PTY) LTD is offering securities in the form of company shares to the public in Germany without the required prospectus.

There are no indications that the conditions for exemption from the prospectus requirement are met.

Background

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.

During the prospectus approval process, Bafin checks whether the minimum information required by law is included in the prospectus and whether its content is understandable, coherent and consistent. However, Bafin is not respon-

sible for checking whether the information contained in the securities prospectus 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 prospectus as required (section 14 of the German Securities Prospectus Act (WpPG)). The parties responsible for the prospectus are liable for the accuracy and completeness of the information contained in the securities prospectus (sections 9 and 10 of the WpPG).

Violations of the prospectus requirement are punishable by a fine of up to €5 million or 3% of total revenues for the previous financial year. Fines of up to twice the economic advantage gained from committing the offence may also be imposed.

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

Information on whether an approved prospectus for an offer of securities to the public has been filed with Bafin can be found in the database of prospectuses filed 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.