Bafin Federal Financial Supervisory Authority

/ Consumers

28/10/2026

Nexura VG: Bafin prohibits the offering of shares in GoldRock Industries Ltd. to the public

In a letter dated 23 October 2026, the Federal Financial Supervisory Authority (Bafin) prohibited Nexura VG from offering securities in the form of shares in GoldRock Industries Ltd. to the public, thus prohibiting Nexura VG from marketing these shares in Germany.

The prohibition was imposed because the company has not published a prospectus approved by Bafin that contains the information required under the German Securities Prospectus Act (WpPG) and the EU Prospectus Regulation.

Bafin's measure is not yet final but is immediately enforceable.

On 16 September 2026, Bafin had announced that there were indications that the securities in question were being offered to the public in Germany without the required prospectus.

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.

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 responsible 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 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 tem-

plates, 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.