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Inbjudan att lämna synpunkter på ett utkast till förslag om ändringar i EU:s redovisningsdirektiv (2013/34/EU)

Av artikel 3(13) i redovisningsdirektivet följer att EU-kommissionen, för att ta hänsyn till effekterna av inflationen, minst vart femte år genom delegerade akter ska se över, och om så är lämpligt, ändra de tröskelvärden som anges i punkterna 1-7 samma artikel.

EU-kommissionen överväger nu att genom delegerade akter justera tröskelvärdena och ska därför dessförinnan samråda med experter som utsetts av varje medlemsstat i enlighet med artikel 49(3a) i redovisningsdirektivet. Inför detta har EU-kommissionen skickat ut ett utkast till förslag om ändringar. Utkastet bifogas.

Ni får nu tillfälle att lämna synpunkter på utkastet. Era synpunkter är värdefulla för det fortsatta arbetet. Varken myndigheter under regeringen eller någon annan är dock skyldig att svara på denna inbjudan.
Eventuella synpunkter bör ha kommit in till departementet senast **fredagen den 21 juli 2023.** Vi beklagar den mycket korta fristen.

Frågor kan ställas till undertecknad, tel. 08-405 99 24. Vi ser helst att yttranden ges in genom e-post både till adressen ju.registrator@regeringskansliet.se och till adressen L1@regeringskansliet.se. Vänligen ange diarienumret Ju2023/01736 och avsändare i rubrikfältet.

Med vänlig hälsning

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COMMISSION

Brussels, XXX
[…](2023) XXX draft

COMMISSION DELEGATED DIRECTIVE (EU) .../…

of XXX

amending Directive 2013/34/EU on the annual financial statements, consolidated financial statements and related reports of certain types of undertakings as regards the adjustments of the size criteria for micro, small and medium-sized undertakings

(Text with EEA relevance)

This draft has not been adopted or endorsed by the European Commission. Any views expressed are the preliminary views of the Commission services and may not in any circumstances be regarded as stating an official position of the Commission.

EXPLANATORY MEMORANDUM

1. CONTEXT OF THE DELEGATED ACT

Adjusting size criteria for inflation in Directive 2013/34/EU (Accounting Directive) to define micro, small and medium-sized undertakings

Directive 2013/34/EU[1] (Accounting Directive) provides the legal framework for the preparation, presentation, publication, and audit of individual and consolidated annual financial statements for undertakings established in the European Union.

The Accounting Directive lays down presentation, publication and audit requirements based on size categories and types of undertakings. For example, the Accounting Directive requires that the annual financial statements of all public interest entities as well as medium and large undertakings are audited. But it does not require an audit of the annual financial statements of small undertakings (although it allows Member States to require an audit after considering the specific conditions and needs of small companies and the users of their financial statements).

The classification of undertakings into "micro", small", "medium", or "large" undertaking is based on meeting two out of three size criteria: two monetary size criteria, the "balance sheet total" and "net turnover", and the average number of employees.

Article 3 (13) of the Accounting Directive requires the Commission to review the monetary size criteria every five years and, where appropriate, adjust the size criteria, for the effects of inflation by virtue of a delegated act (Art. 49). Adjustments to the monetary size criteria aim to maintain the status quo, i.e. to avoid a situation where due to inflation, micro- and small companies in particular would become unwittingly subject to the more demanding requirements applicable to larger companies.

The monetary size criteria of the Accounting Directive have been revised regularly since the Council Directives 78/660/EEC was first adopted in 1978. The revisions have reflected inflation over the years and sometimes gone beyond that.

The Commission last reviewed the thresholds in the context of the Commission's 2021 Report on certain review clauses in corporate reporting legislation[2] (considering data from January 2013 to December 2019) and concluded that thresholds did not need to be revised at the time.

In view of the significant inflation trend during 2021 and 2022, the Commission decided in 2023 to review the monetary size criteria for determining the size category of a company to account for the impact of inflation.

Geographical area

The Directive denominates the company size criteria in euro. The **euro area** (Austria, Belgium, Croatia, Cyprus, Estonia, Finland, France, Germany, Greece, Ireland, Italy, Latvia, Lithuania, Luxembourg, Malta, the Netherlands, Portugal, Slovakia, Slovenia and Spain) accounts for 75% of EU companies.

As regards Member States **outside the euro area** (Bulgaria, Czech Republic, Denmark, Hungary, Poland, Romania and Sweden), these would have to adjust national company size

[1] Directive 2013/34/EU of the European Parliament and of the Council of 26 June 2013 on the annual financial statements, consolidated financial statements and related reports of certain types of undertakings, amending Directive 2006/43/EC of the European Parliament and of the Council and repealing Council Directives 78/660/EEC and 83/349/EEC Text with EEA relevance (OJ L 182, 29.6.2013, p. 19).

[2] COM/2021/199 final.

criteria depending on the exchange rates of their respective currencies when transposing into national law the Directive criteria expressed in euro.

As regards countries that belong to the European Economic Area (Norway, Iceland and Liechtenstein), these would normally also have to consider adjusting their national company size criteria.

Inflation

Over a period of 10 years from 1 January 2013 to 31 March 2023, the cumulated inflation reached 24.3% in the euro area and 27.2% for the EU27[3].

Adjusting size criteria

The European Commission concluded that the size criteria adjusted by 25% to account for inflation would be as follows (before rounding up):

SME threshold in the Accounting Directive, current and adjusted for 25% inflation

			Balance sheet		**Net turnover**
Micro	Current		350 000		700 000
	Adjusted		437 500		875 000
Small (lower end)	Current		4 000 000		8 000 000
	Adjusted		5 000 000		10 000 000
Small (higher end)	Current		6 000 000		12 000 000
	Adjusted		7 500 000		15 000 000
Medium / Large	Current		20 000 000		40 000 000
	Adjusted		25 000 000		50 000 000

Source: European Commission

Some rounding seems necessary to ensure, simple and meaningful size criteria for companies. Rounding should maintain the multiplying factor of 2 introduced by the legislator on net turnover versus the total balance sheet. Rounding up should be adapted for each size criterion to ensure meaningful results, in order to faithfully reflect inflation with significant rounding up.

The following rules for rounding are applied: (i) micro size criteria, to the next 25 000, (ii) small, to the next 100 000, (iii) medium/large, to the next 500 000.

The table below shows how inflation adjustment as at March 2023 could result in rounded size criteria, showing absolute values and percentage increase in current size criteria:

[3] Source: Eurostat, all items, Harmonised index of consumer prices (HICP) - 2015 base 100.

SME threshold in the Accounting Directive, current and adjusted for 25% inflation and rounding up

			Balance sheet		**Net turnover**
Micro	Current		350 000		700 000
	Adjusted		450 000		875 000
	Increase		28.6%		25.0%
Small (lower end)	Current		4 000 000		8 000 000
	Adjusted		5 000 000		10 000 000
	Increase		25.0%		25.0%
Small (higher end)	Current		6 000 000		12 000 000
	Adjusted		7 500 000		15 000 000
	Increase		25.0%		25.0%
Medium / Large	Current		20 000 000		40 000 000
	Adjusted		25 000 000		50 000 000
	Increase		25.0%		25.0%

Source: European Commission

As shown above, rounding results in size criteria increased by 25.0% to 28.6%. This is very close to intended inflation rate and consistent for each size criterion. The above size criteria are therefore used as a sound basis for analysing impacts.

Analysis of impacts in the EU27

The analysis of impacts focuses on the obligations of Member States and their impacts on companies in the EU27. The analysis was conducted per Member State, by applying inflation of 25.0% to the current national criteria and rounding rules in each Member State. It was considered that all Member States would adjust their size-criteria despite the leeway they would be offered, thus giving the higher bound of impacts.

The Commission ran a model for estimation of the number of limited liability companies (LLCs) in ORBIS that would benefit from an update of the thresholds of the Accounting Directive as they would see an alleviation of their reporting and audit obligations. The analysis is based on active companies with financial data for the two monetary size criteria (balance sheet total and net turnover) and average number of employees during the financial year.

Number of enterprises that will benefit from an update of the thresholds in the Accounting Directive				
Categories of enterprises by size	Current tresholds	New tresholds	How many enterprises will see an alleviation of reporting requirements as a result of the thresholds update	
	Number	Number	Number	Percent
	(1)	(2)	(3)=(2)-(1)for micro companies, and (3)=(1)-(2) for the rest	(4)=(3)/(1)*100
Micro	5 276 838	5 512 312	235 474	4.5%
Small (lower end)	1 271 144	1 158 447	112 697	8.9%
Small (higher end)	136 622	109 280	27 342	20.0%
Medium	136 914	123 089	13 825	10.1%
Large	79 779	68 742	11 037	13.8%
Number of limited liability companies with financial data	**6 901 297**		**400 375**	**5.8%**
Number of limited liability companies without financial data	**11 865 469**		**688 369**	
Total number of limited liability companies	**18 766 766**		**1 088 744**	

Source: European Commission, data from ORBIS

The companies are around 6.9 million out of total number of LLC of around 18.8 million were identified using the above criteria for the analysis. The estimated number for LLCs that would see an alleviation of their reporting and audit obligations is 5.8%.

This figure represents the lower bound for the number of LLCs that would benefit from an alleviated reporting framework as a large proportion of LLCs could not be identified due to incomplete data in ORBIS on the size criteria. Therefore, the benefiting companies would be at least 5.8% or about 400 375 LLCs. Applying the same percentage to the number of companies for which there is no available data results in the following figure for the number of LLC that would benefit from the alleviation of the framework: 1 088 744 LLCs.

Conclusion

In view of the inflation trend in the euro area in recent years, especially in the last two years, the Commission considers it necessary to amend the size criteria in the Accounting Directive by 25% to adjust for the effects of inflation. This increase in the size criteria will not only reduce the scope of application of the presentation, audit, and publication requirements for financial statements set out in the Accounting Directive but also reduce the scope of application of the sustainability reporting requirements set out therein for the relevant micro, small and medium-sized undertakings.

Regarding Explanatory Documents

In accordance with the Joint Political Declaration of 28 September 2011 of Member States and the Commission on explanatory documents[4], Member States have undertaken to accompany, in justified cases, the notification of their transposition measures with one or more documents explaining the relationship between the components of a directive and the corresponding parts of national transposition instruments. As the adjustments to the size criteria for micro, small and medium-sized undertakings only relate to the figures of the total balance sheet and the net turnover in Art. 3 in paragraphs (1), (2), (3), (4), (5), (6) and (7), and are therefore self-explanatory, there is no need for the Member States to provide further explanatory documents.

4 OJ C 369, 17.12.2011, p. 14.

2. CONSULTATIONS PRIOR TO THE ADOPTION OF THE ACT

The Commission has to consult an Expert Group in the drafting phase according to Article 49(3a) of the Accounting Directive. The Commission will therefore consult the E02553 - Expert Group of the European Securities Committee (EGESC).

[*Drafting after the consultation*.]

3. LEGAL ELEMENTS OF THE DELEGATED ACT

In order to adjust for the effects of inflation, Article 3(13) of the Accounting Directive requires the Commission, at least every five years, to review and, where appropriate, amend, by means of delegated acts the thresholds referred to in Article 3(1) to (7), taking into account measures of inflation as published in the Official Journal of the European Union.

Article 49(3a) of the Accounting Directive requires the Commission to consult experts designated by each Member State in accordance with the principles laid down in the Interinstitutional Agreement of 13 April 2016 on Better Law-Making before adopting a delegated act.

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amending Directive 2013/34/EU on the annual financial statements, consolidated financial statements and related reports of certain types of undertakings as regards the adjustments of the size criteria for micro, small and medium-sized undertakings

(Text with EEA relevance)

THE EUROPEAN COMMISSION,

Having regard to the Treaty on the Functioning of the European Union,

Having regard to Directive 2013/34/EU on the annual financial statements, consolidated financial statements and related reports of certain types of undertakings[5], and in particular Article 3(13) thereof,

Whereas:

(1) Directive 2013/34/EU ('Accounting Directive') provides the legal framework for the preparation, presentation, publication, and audit of individual and consolidated annual financial statements for undertakings established in the Union.

(2) Article 3(13) of the Accounting Directive requires the Commission to review and, where appropriate, amend the size criteria defining the categories of undertakings (micro-, small, medium-sized, large) in Articles 3(1) to (7) at least every 5 years to account for the effects of inflation. In doing so, Union legislation aims to maintain the status quo, i.e. to avoid a situation in which, due to inflation, micro- and small companies in particular would unwittingly made subject to the more demanding presentation, publication and audit requirements applicable to larger companies.

(3) The Commission reviewed the thresholds in the context of the Commission's 2021 Report on certain review clauses in corporate reporting legislation[6] (considering data from January 2013 to December 2019) and concluded that thresholds did not need to be revised at the time.

(4) In view of the significant inflation trend during 2021 and 2022, the Commission reviewed in 2023 the monetary size criteria for determining the size category of a company to account for the impact of inflation.

(5) According to Eurostat, over a period of around 10 years from 1 January 2013 to 31 March 2023, the cumulated inflation reached 24.3% in the euro area and 27.2% for the EU27.

(6) Hence, the Commission considers the need to adjust and round up the size criteria in the Accounting Directive by 25% for inflation. This increase in the size thresholds will result in the disapplication of many financial and sustainability reporting provisions under Union law for the relevant micro, small and medium-sized undertakings.

[5] OJ L 182, 29.6.2013, p. 19-76 (BG, ES, CS, DA, DE, ET, EL, EN, FR, IT, LV, LT, HU, MT, NL, PL, PT, RO, SK, SL, FI, SV); Special edition in Croatian: Chapter 17 Volume 003 P. 253 – 310.

[6] COM/2021/199 final.

(7) The size criteria should therefore be amended accordingly.

(8) The Commission has consulted the Expert Group of the European Securities Committee (EGESC) in the drafting phase in accordance with Article 49(3a) of the Accounting Directive,

HAS ADOPTED THIS DIRECTIVE:

Article 1

Amendments to Directive 2013/34/EU

In Directive 2013/34/EU, Article 3 shall be amended as follows:

(1) paragraph 1 (a) shall be amended as follows:

the words ‘balance sheet total: EUR 350 000’ shall be replaced by the words ‘balance sheet total: EUR 450 000’;

(2) paragraph 1 (b) shall be amended as follows:

the words ‘net turnover: EUR 700 000’ shall be replaced by the words ‘net turnover: EUR 875 000’;

(3) paragraph 2 (a) shall be amended as follows:

the words ‘balance sheet total: EUR 4 000 000’ shall be replaced by the words ‘balance sheet total: EUR 5 000 000’;

(4) paragraph 2 (b) shall be amended as follows:

the words ‘net turnover: EUR 8 000 000’ shall be replaced by the words ‘net turnover: EUR 10 000 000’;

(5) paragraph 2 last section shall be amended as follows:

the figure ‘EUR 6 000 000’ shall be replaced by the figure ‘EUR 7 500 000’ and the figure ’EUR 12 000 000’ by the figure ’EUR 15 000 000’;

(6) paragraph 3 (a) shall be amended as follows:

the words ‘balance sheet total: EUR 20 000 000’ shall be replaced by the words ‘balance sheet total: EUR 25 000 000’;

(7) paragraph 3 (b) shall be amended as follows:

the words ‘net turnover: EUR 40 000 000’ shall be replaced by the words ‘net turnover: EUR 50 000 000’;

(8) paragraph 4 (a) shall be amended as follows:

the words ‘balance sheet total: EUR 20 000 000’ shall be replaced by the words ‘balance sheet total: EUR 25 000 000’;

(9) paragraph 4 (b) shall be amended as follows:

the words ‘net turnover: EUR 40 000 000’ shall be replaced by the words ‘net turnover: EUR 50 000 000’;

(10) paragraph 5 (a) shall be amended as follows:

the words ‘balance sheet total: EUR 4 000 000’ shall be replaced by the words ‘balance sheet total: EUR 5 000 000’;

(11) paragraph 5 (b) shall be amended as follows:

the words ‘net turnover: EUR 8 000 000’ shall be replaced by the words ‘net turnover: EUR 10 000 000’;

(12) paragraph 5 last section shall be amended as follows:

the figure ‘EUR 6 000 000’ shall be replaced by the figure ‘EUR 7 500 000’ and the figure ’EUR 12 000 000’ by the figure ’EUR 15 000 000’;

(13) paragraph 6 (a) shall be amended as follows:

the words ‘balance sheet total: EUR 20 000 000’ shall be replaced by the words ‘balance sheet total: EUR 25 000 000’;

(14) paragraph 6 (b) shall be amended as follows:

the words ‘net turnover: EUR 40 000 000’ shall be replaced by the words ‘net turnover: EUR 50 000 000’;

(15) paragraph 7 (a) shall be amended as follows:

the words ‘balance sheet total: EUR 20 000 000’ shall be replaced by the words ‘balance sheet total: EUR 25 000 000’; and

(16) paragraph 7 (b) shall be amended as follows:

the words ‘net turnover: EUR 40 000 000’ shall be replaced by the words ‘net turnover: EUR 50 000 000’.

Article 2

Transposition

Member States shall bring into force the laws, regulations and administrative provisions necessary to comply with this Directive by [*P.O.: Please insert 12 months after entry into force*] at the latest. They shall forthwith communicate to the Commission the text of those provisions.

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.

Article 3

Entry into force

This Directive shall enter into force on the twentieth day following that of its publication in the *Official Journal of the European Union*.

Article 4

Addressees

This Directive is addressed to the Member States.

Done at Brussels,

For the Commission
The President
Ursula von der Leyen