


# Procedure file

Basic information	
COD - Ordinary legislative procedure (ex-codecision procedure) Directive	2008/0009(COD) Procedure completed
Mergers of public limited liability companies. Codification Repealing Directive 78/855/EEC Amended by <a href="#">2012/0150(COD)</a> Repealed by <a href="#">2015/0283(COD)</a> Amended by <a href="#">2016/0362(COD)</a>	
Subject 2.60.04 Economic concentration, mergers, takeover bids, holding companies	

Key players			
European Parliament	Committee responsible	Rapporteur	Appointed
	 Legal Affairs		01/06/2010
		GUE/NGL <a href="#">MAŠTÁLKA Jiří</a>	
	Former committee responsible		
	 Legal Affairs		19/12/2007
		PSE <a href="#">GERINGER DE OEDENBERG Lidia Joanna</a>	
Council of the European Union	Council configuration	Meeting	Date
	<a href="#">General Affairs</a>	<a href="#">3079</a>	21/03/2011
European Commission	Commission DG	Commissioner	
	<a href="#">Legal Service</a>	BARROSO José Manuel	

Key events			
29/01/2008	Legislative proposal published	<a href="#">COM(2008)0026</a>	Summary
31/01/2008	Committee referral announced in Parliament, 1st reading/single reading		
29/05/2008	Vote in committee, 1st reading/single reading		Summary
09/06/2008	Committee report tabled for plenary, 1st reading/single reading	<a href="#">A6-0236/2008</a>	
17/06/2008	Results of vote in Parliament		
17/06/2008	Decision by Parliament, 1st reading/single reading	<a href="#">T6-0267/2008</a>	Summary
30/08/2010	Amended legislative proposal for reconsultation published	<a href="#">COM(2010)0391</a>	Summary
31/08/2010	Formal reconsultation of Parliament		
02/12/2010	Vote in committee, 1st reading/single reading		Summary
08/12/2010	Committee report tabled for plenary, reconsultation	<a href="#">A7-0363/2010</a>	

18/01/2011	Decision by Parliament, 1st reading/single reading	<a href="#">T7-0001/2011</a>	Summary
21/03/2011	Act adopted by Council after Parliament's 1st reading		
05/04/2011	Final act signed		
05/04/2011	End of procedure in Parliament		
29/04/2011	Final act published in Official Journal		

### Technical information

Procedure reference	2008/0009(COD)
Procedure type	COD - Ordinary legislative procedure (ex-codecision procedure)
Procedure subtype	Codification
Legislative instrument	Directive
	Repealing Directive 78/855/EEC Amended by <a href="#">2012/0150(COD)</a> Repealed by <a href="#">2015/0283(COD)</a> Amended by <a href="#">2016/0362(COD)</a>
Legal basis	Treaty on the Functioning of the EU TFEU 050-p1
Modified legal basis	Rules of Procedure EP 150
Stage reached in procedure	Procedure completed
Committee dossier	JURI/6/58735; JURI/7/03636

### Documentation gateway

Legislative proposal	<a href="#">COM(2008)0026</a>	29/01/2008	EC	Summary
Economic and Social Committee: opinion, report	<a href="#">CES0486/2008</a>	12/03/2008	ESC	
Committee report tabled for plenary, 1st reading/single reading	<a href="#">A6-0236/2008</a>	09/06/2008	EP	
Text adopted by Parliament, 1st reading/single reading	<a href="#">T6-0267/2008</a>	17/06/2008	EP	Summary
Amended legislative proposal for reconsultation	<a href="#">COM(2010)0391</a>	30/08/2010	EC	Summary
Economic and Social Committee: opinion, report	<a href="#">CES1370/2010</a>	21/10/2010	ESC	
Committee final report tabled for plenary, reconsultation	<a href="#">A7-0363/2010</a>	08/12/2010	EP	
Text adopted by Parliament after reconsultation	<a href="#">T7-0001/2011</a>	18/01/2011	EP	Summary

### Additional information

National parliaments	<a href="#">IPEX</a>
European Commission	<a href="#">EUR-Lex</a>

### Final act

[Directive 2011/35](#)  
[OJ L 110 29.04.2011, p. 0001](#) Summary

## 2008/0009(COD) - 29/01/2008 Legislative proposal

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**PURPOSE:** codification of Third Directive 78/855/EEC concerning mergers of public limited liability companies.

**PROPOSED ACT:** Directive of the European Parliament and of the Council.

**CONTENT:** the purpose of this proposal is to undertake a codification of Third Council

Directive 78/855/EEC of 9 October 1978 based on Article 54(3)(g) of the Treaty concerning mergers of public limited liability companies.

The new Directive will supersede the various acts incorporated in it; it fully preserves the content of the acts and hence does no more than bring them together with only such formal amendments as are required by the codification exercise itself.

## 2008/0009(COD) - 29/05/2008 Vote in committee, 1st reading/single reading

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The Committee on Legal Affairs adopted the report by Lidia Joanna GERINGER de OEDENBERG (PES, PL) approving, under 1<sup>st</sup> reading of the codecision procedure, the proposal for a directive of the European Parliament and of the Council concerning mergers of public limited liability companies (codified version).

Although the proposal was not the subject to any formal amendments by the committee, it incorporates the recommendations of the Consultative Working Party of the legal services of Parliament, the Council and the Commission.

## 2008/0009(COD) - 17/06/2008 Text adopted by Parliament, 1st reading/single reading

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The European Parliament adopted, by 635 votes to 12 with 15 abstentions, a legislative resolution approving, under 1<sup>st</sup> reading of the codecision procedure, the proposal for a directive of the European Parliament and of the Council concerning mergers of public limited liability companies (codified version).

The report had been tabled for consideration in plenary by Lidia Joanna GERINGER de OEDENBERG (PES, PL) on behalf of the Committee on Legal Affairs. The proposal is approved as adapted to the recommendations of the Consultative Working Party of the Legal Services of the European Parliament, the Council and the Commission.

## 2008/0009(COD) - 30/08/2010 Amended legislative proposal for reconsultation

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On 29 January 2008, the Commission presented a proposal for a Directive of the European Parliament and of the Council codifying Third Council Directive 78/855/EEC of 9 October 1978 based on Article 54(3)(g) of the Treaty concerning mergers of public limited liability companies.

In its opinion of 27 February 2008, the Consultative Working Party of the legal services set up under the Interinstitutional Agreement of 20 December 1994 on an accelerated working method for official codification of legislative texts does indeed confine itself to straightforward codification, without any substantive changes to the acts covered by it.

Having regard to the amendments adopted in respect of the proposal and in view of the work already carried out in the course of the legislative procedure, the Commission has decided to present in accordance with Article 293(2) of the TFEU an amended proposal for codification of the Directive in question.

This amended proposal also takes account of the purely formal or editorial changes proposed by the Consultative Working Party of the legal services, where these are considered justified.

The European Parliament is once again consulted on this proposal.

## 2008/0009(COD) - 02/12/2010 Vote in committee, 1st reading/single reading

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The Committee on Legal Affairs adopted the report drafted by Jiří MAJÁLK (GUE/NGL, CZ) adopting, at first reading, under the ordinary legislative procedure (formerly known as the codecision procedure), the amended proposal for a directive of the European Parliament and of the Council concerning mergers of public limited liability companies (codified version).

The European Parliament is consulted on this amended proposal with regard to the amendments adopted in respect of the initial proposal dated 29 January 2008 and in view of the work already carried out in the course of the legislative procedure.

It recommended that the European Parliament's position at first reading should take over the Commission proposal as adapted to the recommendations of the Consultative Working Party of the legal services of the European Parliament, the Council and the Commission.

According to the Consultative Working Party of the legal services of the European Parliament, the Council and the Commission, the proposal in question contains a straightforward codification of the existing texts without any change in their substance.

## 2008/0009(COD) - 18/01/2011 Text adopted by Parliament after reconsultation

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The European Parliament adopted by 573 votes to 17, with 4 abstentions, a legislative resolution on the amended proposal for a directive of the European Parliament and of the Council concerning mergers of public limited liability companies (codified version).

The European Parliament, which was once again consulted on this proposal, adopted its position at first reading which takes over the Commission proposal as adapted to the recommendations of the Consultative Working Party of the legal services of the European Parliament, the Council and the Commission.

The proposal in question contains a straightforward codification of the existing texts without any change in their substance.

## 2008/0009(COD) - 05/04/2011 Final act

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**PURPOSE:** codification of Third Directive 78/855/EEC concerning mergers of public limited liability companies.

**LEGISLATIVE ACT:** Directive 2011/35/EU of the European Parliament and of the Council concerning mergers of public limited liability companies (codified text).

**CONTENT:** the purpose of this Directive is to undertake a codification of Third Council Directive 78/855/EEC of 9 October 1978 based on Article 54(3)(g) of the Treaty concerning mergers of public limited liability companies.

The new Directive will supersede the various acts incorporated in it. It fully preserves the content of the acts and hence does no more than bring them together with only such formal amendments as are required by the codification exercise itself

**ENTRY INTO FORCE:** 01/07/2010.