

Procedure file

| Basic information | |
|---|---------------------|
| COD - Ordinary legislative procedure (ex-codecision procedure) Directive | Procedure completed |
| Certain aspects of company law. Codification Repealing Directive 2005/56/EC 2003/0277(COD) Repealing Directive 2011/35/EU 2008/0009(COD) Repealing Directive 2009/101/EC 2008/0022(COD) Repealing Directive 2012/30/EU 2011/0011(COD) Amended by 2018/0113(COD) Amended by 2018/0114(COD) | |
| Subject 3.45.01 Company law | |

| Key players | | | |
|--|---|---|---------------------|
| European Parliament | Committee responsible | Rapporteur | Appointed |
| |  Legal Affairs |  ZWIEFKA Tadeusz | 28/02/2017 |
| Council of the European Union European Commission | Commission DG | Commissioner | |
| | Internal Market, Industry, Entrepreneurship and SMEs | | BIENKOWSKA Elzbieta |

| Key events | | | |
|------------|---|---|---------|
| 03/12/2015 | Legislative proposal published | COM(2015)0616 | Summary |
| 14/12/2015 | Committee referral announced in Parliament, 1st reading | | |
| 23/03/2017 | Vote in committee, 1st reading | | |
| 28/03/2017 | Committee report tabled for plenary, 1st reading | A8-0088/2017 | Summary |
| 05/04/2017 | Results of vote in Parliament |  | |
| 05/04/2017 | Decision by Parliament, 1st reading | T8-0103/2017 | Summary |
| 18/04/2017 | Act adopted by Council after Parliament's 1st reading | | |
| 14/06/2017 | Final act signed | | |
| 14/06/2017 | End of procedure in Parliament | | |
| 30/06/2017 | Final act published in Official Journal | | |

| Technical information | |
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| Procedure reference | 2015/0283(COD) |
| Procedure type | COD - Ordinary legislative procedure (ex-codecision procedure) |
| Procedure subtype | Codification |
| Legislative instrument | Directive |
| | Repealing Directive 2005/56/EC 2003/0277(COD) Repealing Directive 2011/35/EU 2008/0009(COD) Repealing Directive 2009/101/EC 2008/0022(COD) Repealing Directive 2012/30/EU 2011/0011(COD) Amended by 2018/0113(COD) Amended by 2018/0114(COD) |
| Legal basis | Treaty on the Functioning of the EU TFEU 050-p1; Treaty on the Functioning of the EU TFEU 050-p2-ag |
| Other legal basis | Rules of Procedure EP 159 |
| Stage reached in procedure | Procedure completed |
| Committee dossier | JURI/8/05263 |

| Documentation gateway | | | | | |
|---|--|--------------------------------|------------|-----|---------|
| Legislative proposal | | COM(2015)0616 | 03/12/2015 | EC | Summary |
| Economic and Social Committee: opinion, report | | CES0895/2016 | 27/04/2016 | ESC | |
| Committee draft report | | PE589.202 | 20/09/2016 | EP | |
| Committee report tabled for plenary, 1st reading/single reading | | A8-0088/2017 | 28/03/2017 | EP | Summary |
| Text adopted by Parliament, 1st reading/single reading | | T8-0103/2017 | 05/04/2017 | EP | Summary |
| Draft final act | | 00057/2016/LEX | 14/06/2017 | CSL | |

| Final act |
|---|
| Directive 2017/1132 OJ L 169 30.06.2017, p. 0046 Summary Final legislative act with provisions for delegated acts |

Certain aspects of company law. Codification

PURPOSE: to codify a series of Directives relating to certain aspects of company law.

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

ROLE OF THE EUROPEAN PARLIAMENT: the European Parliament decides in accordance with the ordinary legislative procedure and on an equal footing with Council.

BACKGROUND: Council Directive 82/891/EEC, Council Directive 89/666/EEC, Directive 2005/56/EC of the European Parliament and of the Council, Directive 2009/101/EC of the European Parliament and of the Council, Directive 2011/35/EU of the European Parliament and of the Council and Directive 2012/30/EU of the European Parliament and of the Council have been substantially amended several times.

On 1 April 1987, the Commission decided to instruct its staff that all acts should be codified after no more than ten amendments, stressing that this is a minimum requirement. The Conclusions of the Presidency of the Edinburgh European Council in December 1992 confirmed this, whilst stressing the importance of codification.

The European Parliament, the Council and the Commission have agreed, by an interinstitutional agreement dated 20 December 1994, that an accelerated procedure may be used for the fast-track adoption of codification instruments.

CONTENT: in the interests of clarity and rationality, this proposal seeks to codify the following directives:

- Sixth Council Directive concerning the division of public limited liability companies (82/891/EEC),
- Eleventh Council Directive concerning disclosure requirements in respect of branches opened in a Member State by certain types of company governed by the law of another State (89/666/EEC),
- Directive 2005/56/EC of the European Parliament and of the Council on cross-border mergers of limited liability companies,
- Directive 2009/101/EC of the European Parliament and of the Council on coordination of safeguards which, for the protection of the interests of members and third parties, are required by Member States of companies within the meaning of the second paragraph of Article 48 of the Treaty, with a view to making such safeguards equivalent,
- Directive 2011/35/EU of the European Parliament and of the Council concerning mergers of public limited liability companies,
- Directive 2012/30/EU of the European Parliament and of the Council on coordination of safeguards which, for the protection of the interests of members and others, are required by Member States of companies within the meaning of the second paragraph of Article 54 of the Treaty on the Functioning of the European Union, in respect of the formation of public limited liability companies and the maintenance and alteration of their capital.

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

The proposed Directive lays down measures concerning the following:

- the coordination of safeguards which are required by Member States in respect of the formation of public limited liability companies and the maintenance and alteration of their capital;
- the coordination of safeguards which are required by Member States concerning disclosure requirements in respect of public and private limited liability companies;
- the disclosure requirements in respect of branches opened in a Member State by certain types of company governed by the law of another State;
- mergers of public limited liability companies;
- cross-border mergers of limited liability companies;
- the division of public limited liability companies.

DELEGATED ACTS: the proposal contains provisions empowering the Commission to adopt delegated acts in accordance with Article 290 of the Treaty on the Functioning of the European Union.

Certain aspects of company law. Codification

The Committee on Legal Affairs adopted the report by Tadeusz ZWIEFKA (EPP, PL) on the proposal for a directive of the European Parliament and of the Council relating to certain aspects of company law (codified text).

The committee recommended that the European Parliament adopt its position at first reading, taking 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 examination of this proposal enabled the Consultative Working Party to conclude that the proposal in question contains a straightforward codification of the existing texts without any change in their substance.

Certain aspects of company law. Codification

The European Parliament adopted by 626 votes to 27, with 26 abstentions, a legislative resolution on the proposal for a directive of the European Parliament and of the Council relating to certain aspects of company law (codified text).

Parliament adopted its position at first reading taking over the Commission proposal which limits itself to a straightforward codification of the existing texts without any change in their substance.

In the interests of clarity and rationality, this proposal seeks to codify the following directives: Council Directive concerning the division of public limited liability companies (82/891/EEC),

Council Directive concerning disclosure requirements in respect of branches opened in a Member State by certain types of company governed by the law of another State (89/666/EEC), Directives 2005/56/EC, 2009/101/EC, 2011/35/EU and 2012/30/EU which were substantially amended on several occasions.

The proposed Directive lays down measures concerning:

- the coordination, to make them equivalent, of safeguards which are required by Member States of companies, in respect of the formation of public limited liability companies and the maintenance and alteration of their capital;
- the coordination, to make them equivalent, of safeguards which are required by Member States of companies, in respect of disclosure, the validity of obligations entered into by, and the nullity of, companies limited by shares or otherwise having limited liability;
- the disclosure requirements in respect of branches opened in a Member State by certain types of company governed by the law of another State;
- mergers of public limited liability companies;
- cross-border mergers of limited liability companies;
- the division of public limited liability companies.

Certain aspects of company law. Codification

PURPOSE: to carry out a codification of a series of Directives concerning certain aspects of company law.

LEGISLATIVE ACT: Directive (EU) 2017/1132 of the European Parliament and of the Council relating to certain aspects of company law (codification).

CONTENT: the Directive codifies and replaces a series of Directives relating to certain aspects of company law, these being:

- the Sixth Council Directive concerning the division of public limited liability companies (82/891/EEC),
- the Eleventh Council Directive concerning disclosure requirements in respect of branches opened in a Member State by certain types of company governed by the law of another State (89/666/EEC),
- the Directive 2005/56/EC of the European Parliament and of the Council on cross-border mergers of limited liability companies,
- the Directive 2009/101/EC of the European Parliament and of the Council on coordination of safeguards which, for the protection of the interests of members and third parties, are required by Member States of companies within the meaning of the second paragraph of Article 48 of the Treaty, with a view to making such safeguards equivalent,
- the Directive 2011/35/EU of the European Parliament and of the Council concerning mergers of public limited liability companies,
- the Directive 2012/30/EU of the European Parliament and of the Council on coordination of safeguards which, for the protection of the interests of members and others, are required by Member States of companies within the meaning of the second paragraph of Article 54 of the Treaty on the Functioning of the European Union, in respect of the formation of public limited liability companies and the maintenance and alteration of their capital.

The codification was carried out in the interests of clarity and transparency, given that the Regulation was substantially amended several times. The new Regulation will supersede the various acts incorporated in it, and fully preserves the content of the acts codified.

The Directive lays down measures concerning the following:

- the coordination of safeguards which are required by Member States in respect of the formation of public limited liability companies and the maintenance and alteration of their capital;
- the coordination of safeguards which are required by Member States concerning disclosure requirements in respect of public and private limited liability companies;
- the disclosure requirements in respect of branches opened in a Member State by certain types of company governed by the law of another State;
- mergers of public limited liability companies (merger by acquisition, merger by formation of a new company, acquisition of one company by another which holds 90 % or more of its shares, other operations treated as mergers);
- cross-border mergers of limited liability companies (conditions applicable, common draft terms, publication, scrutiny of legality, approval in general meeting, date effective etc.);
- the division of public limited liability companies (division by acquisition, division by the formation of new companies, divisions under the supervision of a judicial authority, other operations treated as divisions, application arrangements etc.).

ENTRY INTO FORCE: 1.7.2017.

DELEGATED ACTS: the Commission may adopt delegated acts in order to supplement non-essential elements of the Directive. The power to adopt such acts is conferred on the Commission for an indeterminate period. The European Parliament or the Council have the right to object to a delegated act within three months (which may be extended by three months) from the date of notification of the act.