

Certain aspects of company law. Codification

2015/0283(COD) - 14/06/2017 - Final act

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.