

## Explanatory Meeting on the Acquis

### Agenda for Chapter 6: Company Law

Date: 21 October 2019

Venue: Albert Borschette, Rue Froissart 36, 1040 Etterbeek – Meeting Room 1A

Chair: Marc Jorna (DG NEAR)

08:30 - 09:00	<b>Arrival of participants</b>		
09:00 - 09:30	<b>Welcome and opening remarks by the Chair – Marc JORNA (NEAR)</b>		
<b>Welcome</b>	<b>Welcome and opening remarks by the Chair – Marc JORNA (NEAR)</b>		
<b>Opening speeches</b>	<b>Introductory statement by Ms. Salla Saastamoinen, Director for civil and commercial justice DG JUST</b>		
	<b>Introductory statement by Mr. Sokol Dedja, Deputy Minister for Europe and Foreign Affairs, Albania</b>		
	<b>Introductory statement by Bojan Marichikj, Chief Negotiator, North Macedonia</b>		
<b><u>Company law and corporate governance</u></b>			
9:30	<b>Domestic and cross-border operations of limited liability companies<sup>1</sup>:</b>  Domestic mergers and divisions of public limited liability companies	<b>32017L1132</b> <a href="#">Directive (EU) 2017/1132</a> of the European Parliament and of the Council of 14 June 2017 relating to certain aspects of company law ( <i>Official Journal L 169, 30.6.2017, p. 46–127</i> ), Title II including domestic and cross-border mergers and domestic divisions	<b>DG JUST</b> (Justice and consumers)  Dorota Lyszkowska-Becher Pia Salonen

<sup>1</sup> Council Directive 77/187/EEC of 14 February 1977 on the approximation of the laws of the Member States relating to the safeguarding of employees' rights in the event of transfers of undertakings, businesses or parts of businesses (*Official Journal L 061, 05/03/1977, p. 26 – 28*) was covered in chapter 19 on social policy and employment.

	Cross-border mergers of limited liability companies  New rules (agreed in negotiations between the European Parliament and the Council but still to be officially adopted) on cross-border conversions, mergers and divisions	<a href="#">Position of the European Parliament</a> adopted at first reading on 18 April 2019 with a view to the adoption of Directive (EU) 2019/... of the European Parliament and of the Council amending Directive (EU) 2017/1132 as regards cross-border conversions, mergers and divisions	
10:15	<i>Time for questions</i>		
10:30	<b>EU legal forms: Societas Europea<sup>2</sup> and European Economic Interest Grouping (EEIG)</b>	<b>32001R2157</b> <a href="#">Council Regulation (EC) 2157/2001</a> of 8 October 2001 on the Statute for a European company ( <i>Official Journal L 294 , 10/11/2001, p. 1- 21</i> ) <b>31985R2137</b> <a href="#">Council Regulation (EEC) No 2137/85</a> of 25 July 1985 on the European Economic Interest Grouping (EEIG) ( <i>Official Journal L 199 , 31/07/1985, p. 1 - 9</i> )	<b>DG JUST</b> (Justice and consumers) Dorota Lyszkowska-Becher
10:45	<i>Time for questions</i>		
10:55	<i>Coffee break</i>		
11:10	<b>Formation and Capital requirements</b>	<b>32017L1132</b> <a href="#">Directive (EU) 2017/1132</a> of the European Parliament and of the Council of 14 June 2017 relating to certain aspects of company law ( <i>Official Journal L 169, 30.6.2017, p. 46–127</i> ), Title I except chapter III	<b>DG JUST</b> (Justice and consumers) Dorota Lyszkowska-Becher
11:20	<i>Time for questions</i>		
11:30	<b>Disclosure requirements in respect of companies and branches Use of digital tools and processes in company law</b>	<b>32017L1132</b> <a href="#">Directive (EU) 2017/1132</a> of the European Parliament and of the Council of 14 June 2017 relating to certain aspects of company law ( <i>Official Journal L 169, 30.6.2017, p. 46–127</i> ), chapter III	<b>DG JUST</b> (Justice and consumers) Tamás Koncz

<sup>2</sup> Council Directive 2001/86/EC of 8 October 2001 supplementing the Statute for a European company with regard to the involvement of employees is covered in chapter 19 on social policy and employment.

		<b>32019L1151</b> <a href="#">Directive (EU) 2019/1151</a> of the European Parliament and of the Council of 20 June 2019 amending Directive (EU) 2017/1132 as regards the use of digital tools and processes in company law ( <i>Official Journal L 186, 11.7.2019, p. 80–104</i> )	
12:00	<i>Time for questions</i>		
12:15	<b>Interconnection of business registers - BRIS</b>	<b>32017L1132</b> <a href="#">Directive (EU) 2017/1132</a> of the European Parliament and of the Council of 14 June 2017 relating to certain aspects of company law ( <i>Official Journal L 169, 30.6.2017, p. 46–127</i> ), chapter III, provisions related to BRIS <b>32015R0884</b> <a href="#">Commission Implementing Regulation (EU) 2015/884</a> of 8 June 2015 establishing technical specifications and procedures required for the system of interconnection of registers established by Directive 2009/101/EC of the European Parliament and of the Council ( <i>Official Journal L 144, 10.6.2015, p. 1–9</i> ) <b>32019L1151</b> <a href="#">Directive (EU) 2019/1151</a> of the European Parliament and of the Council of 20 June 2019 amending Directive (EU) 2017/1132 as regards the use of digital tools and processes in company law ( <i>OJ L 186, 11.7.2019, p. 80–104</i> ), provisions related to BRIS	<b>DG JUST</b> (Justice and consumers) Antonio Lai
12:35	<i>Time for questions</i>		
12:50	<b>Single-member private limited liability companies</b>	<b>32009L0102</b> <a href="#">Directive 2009/102/EC</a> of the European Parliament and of the Council of 16 September 2009 in the area of company law on single-member private limited liability companies ( <i>Official Journal L 258, 01/10/2009, p. 20 – 25</i> )	<b>DG JUST</b> (Justice and consumers) Dorota Lyszkowska-Becher
12:55	<i>Time for questions</i>		
13:00	<b>Lunch break</b>		
<b>Company law and corporate governance (continued)</b>			
14:30	<b>Shareholders' rights</b>	<b>32007L0036</b>	<b>DG JUST</b> (Justice and consumers)

		<p><a href="#">Directive 2007/36/EC</a> of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies (<i>Official Journal L 184, 14.7.2007, p. 17–24</i>)</p> <p><b>32017L0828</b>  <a href="#">Directive (EU) 2017/828</a> of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement (<i>Official Journal L 132, 20.5.2017, p. 1–25</i>)</p> <p><b>32018R1212</b>  <a href="#">Commission Implementing Regulation (EU) 2018/1212</a> of 3 September 2018 laying down minimum requirements implementing the provisions of Directive 2007/36/EC of the European Parliament and of the Council as regards shareholder identification, the transmission of information and the facilitation of the exercise of shareholders rights (<i>OJ L 223, 4.9.2018, p. 1–18</i>)</p> <p><b>32004H0913</b>  <a href="#">Commission Recommendation 2004/913/EC of 14.12.2004</a> on fostering an appropriate regime for the remuneration of directors of listed companies (<i>Official Journal L 385, 29/12/2004 p. 55 – 59</i>)</p> <p><b>32009H0385</b>  <a href="#">Commission Recommendation of 30.04.2009</a> complementing Recommendations 2004/913/EC and 2005/162/EC as regards the regime for the remuneration of directors of listed companies (<i>Official Journal L 120, 15.5.2009, p. 28–31</i>)</p>	Katalin Koos-Hutas
14:50	<i>Time for questions</i>		
15:05	<b>Recommendation on independent directors and board committees</b>	<p><b>32005H0162</b>  <a href="#">Commission recommendation 2005/162/EC of 15.02.2005</a> on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board (<i>Official Journal L 052, 25/02/2005 p. 51 – 63</i>)</p>	<b>DG JUST</b> (Justice and consumers) Zsofia Kerecsen
	<b>Recommendation of quality of corporate</b>	<p><b>32014H0208</b>  <a href="#">Commission recommendation 2014/208/EU</a> of 9 April 2014 on the quality of corporate governance reporting (“comply or explain”) (<i>Official Journal L 109,</i></p>	<b>DG JUST</b> (Justice and consumers) Zsofia Kerecsen

	<b>governance reporting</b>	12.4.2014, p. 43–47)	
15:20	<i>Time for questions</i>		
15:30	<b>Take-over bids</b>	<b>32004L0025</b> <a href="#">Directive 2004/25/EC</a> of the European Parliament and of the Council of 21 April 2004 on takeover bids ( <i>Official Journal L 142 , 30/04/2004, p. 12 - 23</i> )	<b>DG JUST</b> (Justice and consumers) Zsofia Kerecsen
15:40	<i>Time for questions</i>		
<b>Corporate reporting<sup>3</sup></b>			
15:50	<b>Financial Reporting</b>	<a href="#">Directive 2013/34/EU</a> 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  <a href="#">Regulation (EC) No 1606/2002</a> of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards  <a href="#">Directive 2004/109/EC</a> of the European Parliament and of the Council of 15 December 2004 on the harmonisation of transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market and amending Directive 2001/34/EC	<b>DG FISMA</b> (Financial stability, Financial services and Capital Markets Union) - Unit C1  Giulia Bottazzi
	<b>Non-Financial Reporting</b>	<a href="#">Directive 2014/95/EU</a> of the European Parliament and of the Council of 22 October 2014 amending Directive 2013/34/EU as regards disclosure of non-financial and diversity information by certain large undertakings and groups	<b>DG FISMA</b> (Financial stability, Financial services and Capital Markets Union) - Unit C1

<sup>3</sup> Specific financial reporting requirements applying to financial institutions are covered under Chapter 9 – Financial Services (Directive 91/674/EEC of 19 December 1991 on the annual accounts and consolidated accounts of insurance undertakings; Directive 86/635/EEC of 8 December 1986 on the annual accounts and consolidated accounts of banks and other financial institutions; and Directive 89/117/EEC of 13 February 1989 on the obligations of branches established in a Member State of credit institutions and financial institutions having their head offices outside that Member State regarding the publication of annual accounting documents).

			Elena Arveras
16:30	<i>Time for questions</i>		
16:45	<i>Coffee break</i>		
16:55	<b>Statutory audits</b>	<p><a href="#">Directive 2014/56/EU</a> of the European Parliament and of the Council of 16 April 2014 amending Directive 2006/43/EC on statutory audits of annual accounts and consolidated accounts (<i>Official Journal L 158, 27/05/2014, p. 196–226</i>)</p> <p><a href="#">Regulation (EU) No 537/2014</a> of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (<i>Official Journal L 158, 27/05/2014, p. 77–112</i>)</p>	<b>DG FISMA</b> (Financial stability, Financial services and Capital Markets Union) - Unit C1 Andreia Delia Mehedintu
17:15	<i>Time for questions</i>		
17.25	<b>Public Administration Reform</b>		Marc Jorna – Chair, <b>DG NEAR</b>
17:30	<b>Closing remarks</b>	Marc Jorna - Chair, <b>DG NEAR</b>	