



Register of Commission expert groups and other similar entities

Commission Expert Group

Name: Company Law Expert Group (E01456)
(Active - Group which operates on a permanent basis)

Abbreviation: CLEG

Policy Area: Internal Market

Lead DG: JUST - DG Justice and Consumers

Type: Informal, Permanent

Scope: Limited

Mission: To advise the Commission on the preparation of Company Law and Corporate governance measures.

Task: Assist the Commission in the preparation of legislative proposals and policy initiatives

Contact: just-a3@ec.europa.eu

Publication in RegExp: 18 Oct 2005

Link to Website: http://ec.europa.eu/justice/civil/company-law/index_en.htm

Last updated: 27 Sep 2017

Additional Information

Activity Report

Meeting on 26-27/9/2017

[Document 1](#)

(approx. 86 kb)

Activity Report

Meeting on 26-27/6/2017 (CLEG)

[Document 1](#)

(approx. 24 kb)

[Document 2](#)

(approx. 58 kb)

Activity Report

Meeting on 25 April 2017 (CLEG-BRIS)

[Document 1](#)

(approx. 153 kb)

Activity Report

MEETING on 13 March 2017 (CLEG)

[Document 1](#)

(approx. 34 kb)

Activity Report

MEETING on 6 September 2016 (CLEG-BR): The meeting followed-up on the previous discussions concerning the payment solution for the Business Registers Interconnection System (BRIS). The general set-up for the payment solution was agreed except for an open point that still needs clarification with one of the Member States. Further details will have to be collected from the Member States concerning invoicing and VAT. The issue of refunds was also discussed as a general approach would have to be agreed between the BRIS stakeholders. The Commission also presented the high-level principles of the organisation of the helpdesk for support of future BRIS users.

[Document 1](#)

(approx. 26 kb)

Activity Report

MEETING on 7 June 2016 (CLEG-BR): The main topic for discussion was related to the payment solution for the Business Registers Interconnection System (BRIS). The Commission will have to contract a payment services provider to handle payments and a number of other related tasks. To this purpose, several issues have to be discussed and agreed with the Member States, such as the way in which requests for refund would be handled or the issuance of an invoice for the end-user. Participants also discussed the possible solution for dealing with Article 5(a)(5) of Directive 89/666 and exchanged views on the procedures that Member States may put in place at national level after receiving a notification via BRIS.

[Document 1](#)

(approx. 16 kb)

Activity Report

MEETING on 22 April 2016 (CLEG-BR) : The Commission provided an update on the technical work carried out in the past months for the Business Registers Interconnection System (BRIS). A discussion took place on various aspects of the payment solution that needs to be implemented for BRIS. The Commission is still looking into the requirements for having a single payment solution for the users of the e-Justice portal. The Commission also addressed two technical aspects related to the implementation of the European Unique Identifier (EUID) for companies and Member States presented their view on the way forward. The Commission informed about the on-going work on the security requirements for BRIS.

[Document 1](#)

(approx. 101 kb)

Activity Report

MEETING on 24 February 2016: The Commission presented eIDAS Regulation 910/214 on electronic identification and trust services for electronic transactions in the internal market and an update on the project of digitalisation of company law and corporate governance, including that an initiative on making digital solutions available throughout a company's lifecycle was announced by the Single Market Strategy for 2017. It also thanked Member States for written contributions on digitalisation provided following the previous CLEG meeting. Many participants shared positive experiences and examples as regards digitalisation at national level. The Commission provided a brief update on its work in the area of cross-border operations of companies, including that an initiative on cross-border mergers and divisions was announced in the Single Market Strategy for 2017. In this respect the Commission thanked Member States for information on divisions that they had provided following the last CLEG meeting. The Commission informed briefly on the ongoing progress of the codification of the company law directives, on the ongoing public consultation on long-term and sustainable investment, on the upcoming reports related to corporate governance under the Capital Requirements Directive (CRD IV) and on the ongoing work in the area of insolvency law.

[Document 1](#)

(approx. 75 kb)

Activity Report

MEETING on 19 May 2015 (CLEG-BR): The Commission informed that the implementing act for the interconnection of business registers was planned for adoption in the beginning of June. It then gave an update on the technical work carried out in the past months in relation to the Business Registers Interconnection System (BRIS). A discussion took place on various business requirements related to BRIS and which still needed clarification. These requirements have an impact on the technical decisions that are still being made. Similarly, policy open points were discussed in relation to branch disclosure. The also informed that piloting workshops will be organised in October/ November 2015.

[Document 1](#)

(approx. 34 kb)

Activity Report

MEETING on 20 March 2015: The Commission presented a preliminary summary of responses to the public consultation on cross-border mergers and divisions. It then invited Member States to present their initial feedback on an informal non-paper concerning the digitisation of company law. Many participants welcomed the non-paper and agreed that certain aspects of company law could better benefit of technical solutions, including at EU level. The Commission informed that it was planning to work on a report concerning responsible investment, which would first be preceded by a public consultation. It also reminded Member States to inform the Commission on national developments concerning the quality of corporate governance reporting. Following the publication of a study on employee financial participation, Member States shared some of their experiences with EFP.

[Document 1](#)

(approx. 39 kb)

Activity Report

MEETING on 19 March 2015 (CLEG-BR): Technical workshop dedicated to the development of the Business Registers Interconnection System (BRIS). The Commission gave an update on the on-going work concerning the messaging model for BRIS. Technical open points were discussed in relation to the search functionality in BRIS, for better understanding of how to handle different existing systems at national level. The Commission also presented a proposal for the notification message flows and tried to clarify certain related open points.

[Document 1](#)

(approx. 82 kb)

Activity Report

MEETING on 22 January 2015 (CLEG-BR): Technical workshop dedicated to the development of the Business Registers Interconnection System. This was the first meeting of IT experts who will work on the technical implementation of the system. It focused on clarifying the main uses cases for BRIS, the high-level architecture, and working methods of the BRIS technical user group, including their role in the validation and approval of technical decisions.

[Document 1](#)

(approx. 25 kb)

Activity Report

MEETING on 10 December 2014 (CLEG-BR): Meeting dedicated to the implementation of the Directive 2012/17/EU on the interconnection of business registers. The meeting started with a discussion on the possible approach to the payment solution for Business Registers Interconnection System (BRIS). It focused mainly on the relationships between each register and the payment service provider. The Commission then informed that it will circulate templates for gathering information necessary to identify the business registers as part of the future unique identifier for companies. This was followed by a discussion on how to address the situation of branches currently registered in the business registers in view of implementation of the branch disclosure notification. The Commission also gave an update on the result of additional assessment of one of the initiatives considered for reuse in the context of BRIS. The meeting concluded with a discussion on a revised governance structure for BRIS and information on upcoming technical workshops for the establishment of BRIS.

[Document 1](#)

(approx. 37 kb)

Activity Report

MEETING on 30 September 2014: The Commission presented an overview of the initiatives that followed the 2012 Action plan on company law and corporate governance. These initiatives included a number of legislative proposals which are already finalised or still on-going, for example the proposals for a revision of the Shareholders Rights Directive or the Single Member Company Directive. The Commission asked for Member States input on another issue highlighted by the Action plan, i.e. cross-border mergers and divisions, in which context it also encouraged them to take part in the recently launched consultation. Comments mainly related to divisions, on which Member States noted that the number of domestic or cross-border divisions is relatively low. Concerning the groups of companies, Member States were invited to provide answers to a short questionnaire on possible initiative looking into increased transparency on groups and/or the concept of 'group interest'. Member States welcomed the Commission draft summary of replies to a questionnaire on national derogations from the mandatory bid rule under directive 2004/25/EC. The summary provides for a very useful overview of practices in the Member States in relation to such derogations.

[Document 1](#)

(approx. 10 kb)

Activity Report

MEETING on 24 September 2014 (CLEG-BR): Meeting dedicated to the implementation of the Directive 2012/17/EU on the interconnection of business registers. The Commission gave an update on the technical work carried out since the previous meeting, for example the completion of a reusability study on existing IT assets that could be considered for reuse when setting up the system of interconnection of business registers (BRIS). Member States provided feedback on a discussion paper covering various technical specifications and procedures for the future system. The main comments focused on IT security standards, format of the unique identifier for companies or the requirements for system availability. Another point of discussion referred to the payment solution for BRIS. The Commission informed that it would be possible to have a centralised solution however details are still to be agreed on, for example, how to deal with the transaction fees. The meeting ended with a presentation of next steps and remarks on the first transposition phase.

[Document 1](#)

(approx. 39 kb)

Activity Report

MEETING on 8 April 2014 (CLEG-BR): Fifth meeting dedicated to the implementation of the Directive 2012/17/EU on the interconnection of business registers. Following feedback from the Member States on the draft Vision document for the Business Registers Interconnection System (BRIS), the Commission has revised the high-level architecture for BRIS and has submitted for discussion a new technical scenario for the system. Although a large number of Member States supported the original proposal from the Commission, the revised scenario offered a wider basis for consensus among the Member States. The meeting included an information point on the on-going study on reusable building blocks and a

presentation on non-functional requirements for BRIS. Another point of discussion referred to a number of tasks that Member States will need to undertake in view of the future implementation of BRIS.

[Document 1](#)

(approx. 61 kb)

Activity Report

MEETING on 29 January 2014 (CLEG-BR): Fourth meeting dedicated to the implementation of the Directive 2012/17/EU on the interconnection of business registers. The Commission invited the Member States to express their opinion on the draft Vision document for the Business Registers Interconnection System (BRIS). This document recommends a high-level architecture for BRIS, and endorsement of this architecture is necessary in order to make progress with further technical decisions. While many Member States supported the proposed solution, a number of them (e.g. Italy, France) expressed concerns or disagreement with it. The Commission also gathered feedback on the proposed content for branch disclosure and cross-border notifications. Member States made useful suggestions which will be taken into account for the future implementing act. The Commission also introduced several options for expressing the unique identifier for companies and branches (EUID) and asked the Member States to send their feedback on those options after the meeting.

[Document 1](#)

(approx. 58 kb)

Activity Report

MEETING on 18 November 2013: The Commission informed that it recently published an external study on the application of the cross-border mergers directive. The study concludes that the directive, adopted in 2005, was step forward towards a more robust internal market, and identifies a number of remaining problems such procedural issues. The meeting continues with a discussion on a paper outlining first ideas on a possible initiative concerning single-member companies. Member States raised that point that any such initiative should indeed help SMEs to do business cross-border. Other topics included a presentation on ESMA public statement ESMA on the issue of "Acting in concert" and the Commission Green Paper on Long-term financing – with focus on corporate governance. The Commission also informed about the latest Corporate Governance Principles adopted by the OECD which represent one of the most important international standard in the area of corporate governance.

[Document 1](#)

(approx. 12 kb)

Activity Report

MEETING on 4 October 2013 (CLEG-BR): Third meeting dedicated to the implementation of the Directive 2012/17/EU on the interconnection of business registers. The meeting started with a plenary session where the Commission presented an update on the roadmap and the on-going technical work on the Business Registers Interconnection System (BRIS). This was followed by three technical workshops which ran in parallel one in the morning and once in the afternoon. The three workshops focused on the search facility for BRIS, the payment modalities and the possible scenarios for the branch disclosure notification.

[Document 1](#)

(approx. 66 kb)

Activity Report

MEETING on 28 June 2013: The meeting focused mainly on the Commission on-going work in relation to actions included in the 2012 Action Plan on Company Law and Corporate Governance. -The Commission gave an update on the various strands of work deriving from the Action Plan, e.g. the Shareholders rights directive, the public consultation on the cross-border transfer of seat, the creation of an information website on the European Company statute. The floor was open for comments and suggestions from the Member States. -An update was also given on other company law and corporate initiatives such as the Transparency Directive and the proposal for a European Foundation. -The Commission also presented the upcoming event Single Market Month to be organised between 23 September and 23 October 2013.

[Document 1](#)

(approx. 10 kb)

Activity Report

MEETING on 26 April 2013 (CLEG-BR): Second meeting dedicated to the implementation of the Directive 2012/17/EU on the interconnection of business registers. -The Commission presented an overview of the results of the survey related to the state of play in the member states in relation to business registers and the requirements of the Directive. -The Commission had sent the member states a document for discussion in relation to the business requirements for the future Business Registers Interconnection System. The meeting focused on the various points in the document on which member states provided feedback. -The meeting concluded with an update on the project roadmap.

[Document 1](#)

(approx. 23 kb)

Activity Report

MEETING on 31 January 2013: The main focus of the meeting was the recently adopted Action Plan on Company Law and Corporate Governance. - The Commission presented an overview of initiatives included in the Action Plan. The Member States expressed their view on the various initiatives, for example the cross-border transfer of seat, the possible actions on corporate governance and the codification exercise. - The Commission also presented the state of play of several on-going initiatives, such as the Transparency Directive or the upcoming study on the 10th Company Law Directive. - The Commission welcomed the comments and suggestions from the participants and expressed optimism on reaching the ambitious targets set by the Action Plan.

[Document 1](#)

(approx. 14 kb)

Activity Report

MEETING on 12 December 2012 (CLEG-BR): First meeting dedicated to the implementation of the Directive 2012/17/EU on the interconnection of business registers. -The Commission presented an overview of tasks and obligations resulting from the directive. -Presentation of the procedure for adoption of implementing acts. -Presentation of the technical roadmap for the establishment of the business registers interconnection system. The floor was open for questions and comments. -The Commission also presented the Legal Entity Identifier (LEI) project and its potential synergies with the business registers project. This was followed by a series of questions and answers.

[Document 1](#)
(approx. 23 kb)

Activity Report

MEETING on 1 June 2012 - European Corporate Governance framework and the future of European company law (the Commission gave a preliminary overview of the results of the public consultation on the future of European company law, which finished on 14 May, and provided some details on the steps ahead) - State of play and potential follow-up to the European Private Company (SPE) Statute and discussion regarding potential future work on an initiative on the transfer of registered office (Member State representatives shared their views on both issues) - Update on the on-going and upcoming Commission initiatives (the Commission provided information on the current state of play of the initiative on interconnection of business registers and of the study on the application of Take-over Bids Directive) - Standing agenda point on infringements

[Document 1](#)
(approx. 35 kb)

Activity Report

MEETING on 27 January 2012 - European Corporate Governance framework and the future of European company law (the Commission presented the feedback statement, published in November 2011 and prepared on the basis of responses received to the Green Paper on the EU corporate governance framework, and explained the upcoming questionnaire on the future of European company law to be published shortly) - Implementation of the European Cooperative Society Statute (the Commission presented the results of the public consultation and the evaluation report on the implementation of the Statute) - Update on the on-going and upcoming Commission initiatives (the Commission provided information on the current state of play of the study on the implementation of the Take-over Bids Directive, and of the initiative on disclosure of non-financial information by companies) - Standing agenda point on infringements

[Document 1](#)
(approx. 34 kb)

Activity Report

MEETING OF 4 MARCH 2011 - Disclosure of non-financial information by companies - Report on the implementation of the European Company (SE) Statute - Crisis management framework for credit institutions - company law aspects - Update on the ongoing and upcoming Commission initiatives (including interconnection of business registers, European company law - the way forward, corporate governance in financial institutions, EU corporate governance framework, Take-Over Bids Directive, policy work in the area of foundations, Transparency Directive) - Standing agenda point on infringements MEETING OF 7 JUNE 2011 High-level meeting on the future of European company law - a discussion on recommendations from the report of the Reflection Group and lessons from the 16-17 May conference "European company law: the way forward". MEETING OF 5 OCTOBER 2011 - European company law - the way forward - Disclosure of non-financial information by companies - Policy work in the area of foundations - Update on the ongoing and upcoming Commission initiatives (including public consultation on the EU corporate governance framework, Transparency Directive, debrief regarding European Private Company (SPE) Statute). - Standing agenda point on infringements

Activity Report

MEETING OF 1 FEBRUARY 2010 - Directors' remuneration - Infringements (Directive 2007/36/EC on shareholders' rights; Directive 2007/63/EC: amendment to the 3rd and 6th Company Law Directives) MEETING OF 23 MARCH 2010 The co-operation of European Business Registries Comply LAW Aspects of the Commission Communication on cross-border crisis management in the banking sector - Presentation of the study on the statute of a European company - Infringements (Directive 2007/36/EC on shareholders' rights; Directive 2007/63/EC: amendment to the 3rd and 6th Company Law Directives) - Corporate governance in financial institutions - Director's remuneration & remuneration policies in the financial services sector reports MEETING OF 21 JUNE 2010 -Possible measures to facilitate the cross-border activities of foundations -Presentation of the Green Paper on Corporate Governance in Financial Institutions -The Commission's Report on the Recommendation on Remuneration in Listed Companies -Infringements (Directive 2007/36/EC on shareholders' rights; Directive 2007/63/EC: amendment to the 3rd and 6th Company Law Directives - Current state of play on the report on the statute of a European Company, Corporate Governance in listed companies, Review of the Transparency Directive MEETING OF 13 SEPTEMBER 2010 -Shareholders' rights in the Future Securities Law Proposal -Presentation of the issues of the Green Paper on Corporate Governance -Infringements (Directive 2007/36/EC on shareholders' rights; Directive 2007/63/EC: amendment to the 3rd and 6th Company Law Directives. -Current state of play on Cross-border crisis management in the banking sector, The interconnection of business registers, Re-thinking European company law MEETING OF 29 NOVEMBER 2010 - Presentation of the European Model Company Act - Discussion on the ways forward in European Company Law

Selection Procedure (members)

The members of this group are experts in the field of Company Law in Member States and EEA countries. They are invited by invitation letter. It is for the competent ministries and/or national authorities to decide on who will represent them.

Internal Rules of Procedure

Expert group usually operate in an informal setting without any formal rules of procedure.

Members

Type D - Member State Authority

| Country | | Membership Status |
|----------------|--------------------------|-------------------|
| Austria | 1 Public Authorit(y-ies) | Member |
| Belgium | 1 Public Authorit(y-ies) | Member |
| Bulgaria | 1 Public Authorit(y-ies) | Member |
| Croatia | 1 Public Authorit(y-ies) | Member |
| Cyprus | 1 Public Authorit(y-ies) | Member |
| Czech Republic | 1 Public Authorit(y-ies) | Member |
| Denmark | 1 Public Authorit(y-ies) | Member |
| Estonia | 1 Public Authorit(y-ies) | Member |
| Finland | 1 Public Authorit(y-ies) | Member |
| France | 1 Public Authorit(y-ies) | Member |
| Germany | 1 Public Authorit(y-ies) | Member |
| Greece | 1 Public Authorit(y-ies) | Member |
| Hungary | 1 Public Authorit(y-ies) | Member |
| Ireland | 1 Public Authorit(y-ies) | Member |
| Italy | 1 Public Authorit(y-ies) | Member |
| Latvia | 1 Public Authorit(y-ies) | Member |
| Lithuania | 1 Public Authorit(y-ies) | Member |
| Luxembourg | 1 Public Authorit(y-ies) | Member |
| Malta | 1 Public Authorit(y-ies) | Member |
| Netherlands | 1 Public Authorit(y-ies) | Member |
| Poland | 1 Public Authorit(y-ies) | Member |
| Portugal | 1 Public Authorit(y-ies) | Member |
| Romania | 1 Public Authorit(y-ies) | Member |
| Slovakia | 1 Public Authorit(y-ies) | Member |
| Slovenia | 1 Public Authorit(y-ies) | Member |
| Spain | 1 Public Authorit(y-ies) | Member |
| Sweden | 1 Public Authorit(y-ies) | Member |
| United Kingdom | 1 Public Authorit(y-ies) | Member |

Type E - Other public entity

Subgroups

| Name | Duration | Composition |
|--|--|-------------------|
| Company Law Expert Group - Business Registers Interconnection System (BRIS) | | |
| Type D - Member State Authority | | |
| Country | Public Authority | Membership Status |
| United Kingdom | Business Enterprise & Regulatory Reform | Member |
| Sweden | Ministry of Justice | Member |
| Spain | Ministry of Justice | Member |
| Slovenia | Permanent Representation | Member |
| Slovakia | Ministry of Justice | Member |
| Romania | Ministry of Justice | Member |
| Portugal | CMVM | Member |
| Poland | Ministry of Justice | Member |
| Netherlands | Ministry of Justice | Member |
| Malta | Financial Services Authority | Member |
| Luxembourg | Ministère de la Justice | Member |
| Lithuania | Ministry of Economy | Member |
| Latvia | Ministry of Justice | Member |
| Italy | Ministero Economia e Finanze | Member |
| Ireland | Department of Enterprise, Trade and Employment | Member |
| Hungary | Ministry of Justice | Member |
| Greece | Ministry of Development | Member |
| Germany | Bundesministerium der Justiz | Member |
| France | Ministère de la Justice | Member |
| Finland | Ministry of Justice | Member |
| Estonia | Ministry of Justice | Member |
| Denmark | Danish Commerce and Companies Agency | Member |
| Czech Republic | Ministry of Justice | Member |
| Cyprus | Permanent Representation (Internal Market) | Member |
| Croatia | Ministry of Justice | Member |
| Bulgaria | Ministry of Justice | Member |
| Belgium | Ministère de la Justice | Member |
| Austria | Bundesministerium der Justiz | Member |

Type E - Other public entity

No members currently attached to the sub-group.

| Name | Duration | Composition |
|------|----------|-------------|
|------|----------|-------------|

Type D - Member State Authority

| Country | Public Authority | Membership Status |
|----------------|--|--------------------------|
| United Kingdom | Business Enterprise & Regulatory Reform | Member |
| Sweden | Ministry of Justice | Member |
| Spain | Ministry of Justice | Member |
| Slovenia | Permanent Representation | Member |
| Slovakia | Ministry of Justice | Member |
| Romania | Ministry of Justice | Member |
| Portugal | CMVM | Member |
| Poland | Ministry of Justice | Member |
| Netherlands | Ministry of Justice | Member |
| Malta | Financial Services Authority | Member |
| Luxembourg | Ministère de la Justice | Member |
| Lithuania | Ministry of Economy | Member |
| Latvia | Ministry of Justice | Member |
| Italy | Ministero Economia e Finanze | Member |
| Ireland | Department of Enterprise, Trade and Employment | Member |
| Hungary | Ministry of Justice | Member |
| Greece | Ministry of Development | Member |
| Germany | Bundesministerium der Justiz | Member |
| France | Ministère de la Justice | Member |
| Finland | Ministry of Justice | Member |
| Estonia | Ministry of Justice | Member |
| Denmark | Danish Commerce and Companies Agency | Member |
| Czech Republic | Ministry of Justice | Member |
| Cyprus | Permanent Representation (Internal Market) | Member |
| Croatia | Ministry of Justice | Member |
| Bulgaria | Ministry of Justice | Member |
| Belgium | Ministère de la Justice | Member |
| Austria | Bundesministerium der Justiz | Member |

Type E - Other public entity

No members currently attached to the sub-group.

Statistics

Number of Members: 32

| | | | |
|--|----|-----------|---------|
| Type A - Individual expert appointed in his/her personal capacity: | 0 | female: 0 | male: 0 |
| Type B - Individual expert appointed as representative of a common interest: | 0 | female: 0 | male: 0 |
| Type C - Organisation: | 0 | | |
| Type D - Member State Authority: | 28 | | |

Number of Alternate Members: 0

| | | | |
|--|---|-----------|---------|
| Type A - Individual expert appointed in his/her personal capacity: | 0 | female: 0 | male: 0 |
| Type B - Individual expert appointed as representative of a common interest: | 0 | female: 0 | male: 0 |
| Type C - Organisation: | 0 | | |
| Type D - Member State Authority: | 0 | | |

Number of Observers: 0

| | | | |
|--|---|-----------|---------|
| Type A - Individual expert appointed in his/her personal capacity: | 0 | female: 0 | male: 0 |
| Type B - Individual expert appointed as representative of a common interest: | 0 | female: 0 | male: 0 |
| Type C - Organisation: | 0 | | |
| Type D - Member State Authority: | 0 | | |