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NOTE

From:	General Secretariat of the Council
To:	Delegations
Subject:	Proposal for a Regulation on the 28th Regime – EU Inc. *- First Presidency compromise text*

Delegations will find in the Annex the first Presidency compromise text with a view to the meeting of the Working Party on Company Law of 23 July 2026.

Changes compared to the Commission proposal (document 7498/26) are marked in **bold** for additions and ~~strikethrough~~ for deletions.

ANNEX

2026/0074 (COD)

Proposal for a

REGULATION OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL

on THE 28TH REGIME CORPORATE LEGAL FRAMEWORK - 'EU INC.'

(Text with EEA relevance)

THE EUROPEAN PARLIAMENT AND THE COUNCIL OF THE EUROPEAN UNION,

Having regard to the Treaty on the Functioning of the European Union, and in particular Article 114 thereof,

Having regard to the proposal from the European Commission,

After transmission of the draft legislative act to the national parliaments,

Having regard to the opinion of the European Economic and Social Committee[1],

Acting in accordance with the ordinary legislative procedure,

[1] OJ C , , p. .

Whereas:

(1) The Commission Communication of 29 January 2025 entitled ‘A Competitiveness Compass for the EU’[2] proposed a 28th regime to make it possible for innovative companies to benefit from a single, harmonised set of rules wherever they invest and operate in the internal market. The Commission Communications of 21 May 2025 entitled ‘The Single Market: our European home market in an uncertain world. A Strategy for making the Single Market simple, seamless and strong’[3] and of 28 May 2025 entitled ‘The EU Startup and Scaleup Strategy Choose Europe to start and scale’[4] further announced that the 28th regime would include an EU corporate legal framework based on digital-by-default solutions.

(2) The European Council called on the Commission, in March and October 2025, to propose in line with the respective competences under the Treaties without delay an optional 28th company law regime allowing innovative companies to scale up. The European Parliament resolution “The 28th regime: a new legal framework for innovative companies” of 20 January 2026 called for an ambitious proposal focusing on company law rules and introducing a new corporate form into national laws for limited liability companies not listed on the stock market, while also, among others stressing the need for measures to facilitate employee stock ownership, ensure more efficient dispute resolution and provide strong safeguards to protect employee participation rights.

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[2] Competitive Compass, January 2025
[3] Single Market Communication, May 2025
[4] EU Startup and Scaleup Strategy Communication, May 2025

(3) The 27 national legal systems with distinct rules, procedures and national legal forms for limited liability companies create a fragmented and complicated corporate landscape in the Union, resulting in legal uncertainty and costs for founders, companies as well as Union and third country investors. Therefore, in order to boost the Union competitiveness, it is necessary to simplify the regulatory framework and reduce fragmentation through the approximation of laws, in particular by introducing a harmonised set of corporate rules, including a new harmonised national legal form covering the lifecycle of a company including liquidation and insolvency. Harmonised rules are also needed to enable companies to attract private investment through common fast, digital and cost-effective rules and procedures, which would make it easier for high-growth companies to scale up in the internal market and enable both Union and third country investors to invest in companies as well as offer such investors with more flexible exit options to liquidate their investment.

(4) A harmonised corporate framework should be set out with a new harmonised legal form of a limited liability 'EU Inc.' company. This new company legal form should be introduced in the national legal orders of all Member States. The framework and the specific features of the new national legal form draw on the diversity of national rules and procedures and harmonise those rules and procedures in order to meet the needs of companies, in particular start-ups and scale-ups, and their Union and third country investors. As other national legal forms, the EU Inc. should be incorporated in a Member State and generally be governed by the law of the Member State of registration. At the same time, it should benefit from a harmonised set of rules introduced by this Regulation. Such harmonisation would facilitate cross-border business in the internal market and investment by Union and third country investors in such companies and ensure that those rules and procedures result in reduced administrative burden and costs for founders and companies as well as for investors.

(5) The EU Inc. framework set out in this Regulation responds in particular to the needs of startup and scaleup companies but should be legally open to all founders and companies who see it fit for their business model. Both natural and legal persons should be able to form an EU Inc. company. It should be possible to create an EU Inc. company ~~ex nihilo~~***ex nihilo*** and existing companies should ~~be~~ also **be** able to convert into EU Inc. companies. Furthermore, existing companies, including EU Inc. companies, should also be able to set up EU Inc. subsidiaries, making the EU Inc. company legal form available for groups of companies. In addition, in particular to ensure that scale-ups could benefit from the EU Inc. framework, it should be possible to create an EU Inc. company through a domestic division or merger, or by carrying out a cross-border conversion, merger or division in accordance with the rules already harmonised by Directive (EU) 2017/1132 of the European Parliament and of the Council[5]. **This Regulation harmonises the procedure and substantive criteria for the creation of an EU Inc. *ex nihilo*. Where an EU Inc. is created by conversion, merger or division, the substantive rules of this Regulation (such as the requirements regarding the content of the articles of association and director disqualification) apply in full to the resulting entity. Conversely, the procedure for checking compliance, at the point of creation, with those substantive rules is left to the applicable national law or Directive (EU) 2017/1132, as appropriate.**

[5] Directive (EU) 2017/1132 of the European Parliament and of the Council of 14 June 2017 relating to certain aspects of company law (OJ L 169, 30.6.2017, p. 46), ELI: http://data.europa.eu/eli/dir/2017/1132/oj

(6) In order to ensure a common and unified corporate legal framework for EU Inc. companies regardless of the Member State in which they are incorporated, aspects relating to corporate matters should generally be governed by this Regulation or by the articles of association of EU Inc. companies. **The EU Inc. legal form is designed to give significant flexibility to founders as to the design of the EU Inc., particularly as regards the company's organisation. That flexibility, which flows from the Regulation and is a fundamental feature of the EU Inc., should not be overridden by** national law. **Conversely, the national law of the registered office** should apply to all **corporate law** matters where this is provided for by this Regulation and for matters not covered**, or only partly covered,** by this Regulation. **Moreover, EU Incs are subject, like any other company, to all applicable Union and national [Option 1: non-corporate] law, save where expressly overridden by this Regulation. For instance, in order to provide certain financial services, EU Incs may need to comply with sectoral law. The EU Incs must comply with that law like any other company, including where that law affects its corporate law aspects (such as by requiring a supervisory board). Similarly, EU Incs with employees must comply with the applicable employment law.**

(6a) **[Option 1: The distinction between 'corporate law' and other law is important to this Regulation. Corporate law aspects not regulated by this Regulation are (in principle) left to the national law of the registered office. Conversely, other law (such as employment or sectoral law) may become applicable based on where the EU Inc. is acting (for instance, by having employees or by providing financial services), which may differ from the Member State of the EU Inc.'s registered office. For the purposes of this Regulation, "corporate law" should be understood as provisions of this Regulation, other Union law, or national law, including the provisions transposing Union law, whose principal object is to govern a company by reason of its legal form. This includes but is not limited to provisions regulating the formation and registration, legal personality, legal capacity, name, registered office, articles of association, shares, capital, distributions, internal organisation, decision-making, representation, conversions, mergers, divisions, dissolution, and liquidation of the company; the duties and liability of members of its bodies; the opening of branches and formation of subsidiaries; and the rights and obligations of shareholders. A "corporate law aspect" should be understood as a matter governed by such provisions. A matter should not be regarded as a corporate law aspect merely because it applies to an EU Inc. or affects a corporate law aspect where, by its nature and purpose, it belongs to another field of law, such as laws related to employment, social security, taxation, or laws applicable because of the nature of the business carried out by an EU Inc.]**

(7) EU Inc. companies formed in the Member State of registration and operating across the Union in accordance with the provisions of this Regulation should be recognised in all Member States. To this end, these companies should add to their name the common, distinct and clear denomination 'EU Inc.'. This denomination should be used unaltered and should not be translated. The 'EU Inc.' denomination would increase transparency and strengthen trust by ensuring that business partners, investors, other stakeholders and consumers as well as public authorities know that they are dealing with a company with the same harmonised features across the Union. As of registration, an EU Inc. company would acquire legal personality, being a body corporate with the name contained in its articles of association and having perpetual succession.

(8) To ensure legal certainty when using the common denomination 'EU Inc.' across the internal market, it is important that no more than one company operates under the same name. Therefore, the company name with the denomination 'EU Inc.' should be subject to specific rules to ensure that the name is fit for its use and unique for each company. Similarly, subsidiaries within a group should have distinguishable names, while branch names should include the unique name of the EU Inc. company that they are part of. Names which are misleading, for example where the company name refers to a public function or ownership that does not exist or suggests a purpose or object of the company that is not in accordance with its articles of association, should be prohibited. The **same is true where the company name is so similar to an existing company's name as to be liable to mislead the public. Names must not be contrary to public policy or accepted public morality. The** automatic verification based on a connection between the Business ~~Register Interconnecting~~**Registers Interconnection** System (BRIS) and the IT tools developed by the European Union Intellectual Property Office (EUIPO) central database for registered trade marks should make it easier to check that the proposed name of the EU Inc. company does not conflict with an already registered trade mark. Such connection should also serve for indicative purposes to EUIPO to inform trade mark applicants whether a trade mark is identical or similar to the name of an existing EU Inc. company.

(9) The articles of association constitute the fundamental legal framework of a company, defining its internal organisation. However, Member States have divergent rules in that regard. In some Member States, companies need to have two separate documents, namely the instrument of constitution and the statutes (articles of association) and in other Member States one document is necessary. For the EU Inc., there is a need to harmonise those rules. Accordingly, regardless of the Member State of registration, the articles of association for the EU Inc. should be laid down in one single document and include a certain minimum content. Given the fundamental importance of the articles of association for business partners, public authorities, creditors, including from other Member States, and in particular for the Union and third country investors, they should exist both in the national language or languages of the Member State of registration of the EU Inc. company and in a language customary in the sphere of international business and finance. The availability of the articles of association in a language customary in the sphere of international business and finance would ensure that information about EU Inc. can be easily accessed and understood not only by stakeholders across the internal market, but also by third country investors.

(10) While it should be possible for the founders to form an EU Inc. company with tailor-made articles of association, harmonised and multilingual EU templates for articles of association for EU Inc. companies should be established. Otherwise, the existence of 27 different national templates for articles of association would preserve the fragmentation and extra costs for founders and companies. The harmonised EU templates, by providing model articles of association across the Union, would enable a quick centralised registration process while ensuring that any formal requirements related to the articles of association are fulfilled.

(11) Each EU Inc. company, like any other Union company, should be subject to the fundamental freedoms including the case-law of the Court of Justice of the European Union. Therefore, an EU Inc. company may be established in any Member State and choose where it carries out its main economic activities. This means that the founders of an EU Inc. company should be able to choose in which Member State to incorporate an EU Inc., and therefore, in which Member State it would have its registered office. EU Inc. cannot be required to have its central administration or principal place of business in the same Member State as its registered office. All Member States should recognise the legal capacity of an EU Inc. company lawfully incorporated in another Member State.

(12) Fully digital procedures are necessary to enable a truly efficient and competitive company set-up, operations and investment procedures that can attract both founders and investors. Therefore, while considerable progress has already been made with digitalisation of the existing Union company law, including through Directives (EU) 2019/1151[6] and (EU) 2025/25 of the European Parliament and of the Council[7], the corporate legal framework for EU Inc. should go further in harmonising rules and procedures by providing "digital-only" rules and processes applicable throughout the company lifecycle including as regards investment-related communications and procedures. Fully digital procedures should also apply where the completion of a procedure requires a payment. In that regard, it is appropriate to ensure that such payment can be made by means of widely available cross-border payment services, such as credit cards, bank transfers and any other commonly used payment instruments.

(13) When adopted, the European Business Wallets [PO: Reference to Proposal for a Regulation of the European Parliament and of the Council on the establishment of European Business Wallets] will support companies in business-to-business and business-to-government communications. The EU Inc., as other companies, once formed and registered in the business register, should be able to purchase it in order to securely authenticate, store and share documents. This Regulation ensures compatibility between the European Business Wallets and key digital tools, such as the EU Company Certificate and the digital EU power of attorney, for EU Inc. companies to take full advantage of the capabilities of the European Business Wallets. The European Business Wallets, together with trust services, should also constitute one of the options for EU Inc. companies to sign forms when registering a branch or setting up a subsidiary.

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6 Directive (EU) 2019/1151 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 (OJ L 186, 11.7.2019, p. 80), ELI: http://data.europa.eu/eli/dir/2019/1151/oj

7 Directive (EU) 2025/25 of the European Parliament and of the Council of 19 December 2024 amending Directives 2009/102/EC and (EU) 2017/1132 as regards further expanding and upgrading the use of digital tools and processes in company law (OJ L, 2025/25, 10.1.2025), ELI: http://data.europa.eu/eli/dir/2025/25/oj

(14) Regulation (EU) 2018/1724 of the European Parliament and of the Council[8], which establishes the Single Digital Gateway, provides for general rules related to online provision of information, procedures and assistance services relevant for the functioning of the internal market. Regulation (EU) 2018/1724 covers a wide range of administrative procedures set out in Annex II to that Regulation, which the EU Inc. companies, as other companies, will be able to benefit from. At the same time, as specified in Annex II to that Regulation, the company law and insolvency procedures for all companies, thus including procedures for EU Inc. companies laid down in this Regulation, are excluded from its scope.

(15) The Your Europe portal provides online access to information about rules and procedures stemming from Union and national law for businesses and citizens, in the areas specified in Regulation (EU) 2018/1724, including information related to starting, running and closing a business. In this context, information about the EU Inc. legal form and procedures regarding starting, running and closing an EU Inc., including links to information available on national registration websites, should be publicly available through the Your Europe portal, in accordance with Regulation (EU) 2018/1724 and Annex I to that Regulation.

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8 Regulation (EU) 2018/1724 of the European Parliament and of the Council of 2 October 2018 establishing a single digital gateway to provide access to information, to procedures and to assistance and problem-solving services and amending Regulation (EU) No 1024/2012 (OJ L 295, 21.11.2018, p. 1), ELI: http://data.europa.eu/eli/reg/2018/1724/oj

(16) It is important to ensure that the EU Inc. corporate legal framework provides an easily recognisable but also reliable and trustworthy legal form for founders, companies, investors and other stakeholders and that this legal form cannot be used to circumvent rights, including notably employees' rights to participation in company boards. Therefore, where employee participation rules exist in the Member State in which an EU Inc. has its registered office, those rules apply to that company. This ensures equal treatment between EU Inc. companies and comparable national company forms and safeguards existing national protections and acquired employee rights. It is also hereby recalled that Regulation (EC) 593/2008 of the European Parliament and of the Council[9] applies to individual employment relationships involving an EU Inc. company.

(17) In case an EU Inc. company is created through or carries out a cross-border conversion, merger or division, such operations should follow the rules and procedures set out in Title II of Directive (EU) 2017/1132. Therefore, for example in case an EU Inc. carries out a cross-border conversion, it would convert into an EU Inc. of the destination Member State. Overall, those rules and procedures in Directive (EU) 2017/1132 aim to facilitate the cross-border mobility while providing effective safeguards for employees, minority shareholders and creditors. With a view to preserving existing employees' rights of participation, where applicable, ~~,~~the Directive provides that the company carrying out such a cross-border operation should enter into negotiations with its employees or their representatives once a threshold specified in the Directive is met, with a view to finding an amicable solution that reconciles the right of the company to carry out a cross-border operation with the employees' rights of participation.

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[9] Regulation (EC) No 593/2008 of the European Parliament and of the Council of 17 June 2008 on the law applicable to contractual obligations, Rome I (OJ L 177, 4.7.2008, pp. 6–16), ELI: Regulation - 593/2008 - EN - Rome I Regulation - EUR-Lex

(18) As for other limited liability companies, the Union legal framework regarding the information and consultation of employees, including Directive 2002/14/EC[10] and Directive 2009/38/EC of the European Parliament and of the Council[11], as well as Council Directive 2001/23/EC[12] and Council Directive 98/59/EC[13], should also apply to EU Inc. companies where appropriate.

(19) The creation of an EU Inc. through a domestic or cross-border merger is without prejudice to the application of the legislation on the control of concentrations between undertakings, both at Union level, by Council Regulation (EC) No 139/2004[14], and at Member State level.

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10 Directive 2002/14/EC of the European Parliament and of the Council of 11 March 2002 establishing a general framework for informing and consulting employees in the European Community - Joint declaration of the European Parliament, the Council and the Commission on employee representation (OJ L 80, 23.3.2002, pp. 29–34)

11 Directive 2009/38/EC of the European Parliament and of the Council of 6 May 2009 on the establishment of a European Works Council or a procedure in Community-scale undertakings and Community-scale groups of undertakings for the purposes of informing and consulting employees (Recast) (OJ L 122, 16.5.2009, pp. 28–44)

12 Council Directive 2001/23/EC of 12 March 2001 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 undertakings or businesses (OJ L 82, 22.3.2001, pp. 16–20)

13 Council Directive 98/59/EC of 20 July 1998 on the approximation of the laws of the Member States relating to collective redundancies (OJ L 225, 12.8.1998, pp. 16–21)

14 Council Regulation (EC) No 139/2004 of 20 January 2004 on the control of concentrations between undertakings (the EC Merger Regulation) (OJ L 24, 29.1.2004, pp. 1–22)

(20) The formation of an EU Inc. and in particular the articles of association, and any amendments thereof, should be subject to preventive administrative judicial or notarial ~~control and~~**controls and other checks including** a legality check, as set out in this Regulation, to ensure their reliability and facilitate their use especially in cross-border situations. **In order to ensure that EU Inc. companies are subject to the same preventive controls and checks in all Member States, the Regulation provides an exhaustive list of checks.** As with any other company form, the preventive control ~~is~~**and checks are** essential for prevention of abusive or fraudulent letter-box companies linked to tax evasion or money laundering. At the same time, a harmonised and efficient preventive control ~~is~~**and checks are** also key to reducing administrative formalities in the use of company information by companies, as e.g. business partners, creditors and public authorities, and to ensuring mutual recognition, and therefore, the efficient application of the "once-only" principle. **The exhaustive preventive controls and checks harmonised by this Regulation concern corporate law matters. They do not affect checks carried out by national authorities for purposes of other legislation, such as taxation, social security, criminal, and anti-money laundering law, which would be carried out once the EU Inc. companies are formed, as for any other companies, in accordance with the applicable EU and national law. This Regulation contributes to several of those other checks, notably by providing for automatic transmission of information to the authorities responsible for the issuance of the tax identification number (TIN) and the VAT identification number, social security authorities and the beneficial ownership registers. The sanctions that apply under that law, which could include dissolution of the company, would also apply to EU Inc. companies. Moreover, in certain cases it is possible for courts to order that an EU Inc. is a nullity, notably where its activities are unlawful or contrary to public policy. By ensuring rigorous preventive controls and checks of corporate law matters, whilst leaving other controls and due diligence to occur in accordance with the applicable legislation, this Regulation follows the approach that is well-established in many Member States. It thereby strikes the right balance between ensuring speed and safeguards in the formation of EU Incs.**

(21) In order to allow founders to easily set up an EU Inc. through a Union level centralised infrastructure regardless ~~in~~**of** which Member State they want to set up an EU Inc. company **in**, the Commission should provide for a centralised, user-friendly 'EU central interface' which should allow the completion of the relevant procedures without having to use 27 divergent national ones. The EU central interface should be built as part of the business registers interconnection system (BRIS), which connects all Member States' business registers and provides means of cross-border secure exchanges between business registers via the platform. The EU central interface should securely transmit the information and documents to the business register of the Member State in which the EU Inc. company is to be registered and the business registers should automatically exchange the relevant information with the preventive control authorities. The interface should also allow founders, or their authorised representatives, to track in real time the status of the registration of the EU Inc. company.

(22) The EU central interface should provide for a "fast track" company formation procedure including preventive administrative, judicial or notarial control within 48 hours and at a maximum cost of EUR 100 where the EU Inc. is formed by using the harmonised application form and EU templates for articles of association. The application form and EU templates should be made available in a machine-readable and searchable format to foster cross-border interoperability and facilitate the automatic exchange of data between public authorities and should be available on the EU central interface. Similarly, existing companies, including EU Inc. companies, should be able to set up a subsidiary through the same procedure. In this context, the information about the company setting up the subsidiary should be automatically retrieved from BRIS by the business register in which the subsidiary is to be registered. In addition, founders and companies should also have the possibility to form a company with tailor-made articles of association or set up a company directly with national business registers.

(23) In order to further simplify and streamline the digital registration and filing as well as to provide optional guided forms and models for EU Inc. companies, the Commission should further develop the EU central interface towards a central digital register for EU Inc. companies, building on the functionalities of the registers of the Member States and the existing interconnection infrastructure.

(24) This Regulation should not affect sectoral Union or national legislation related to specific business activities. However, in order to ensure the timely online formation of an EU Inc. company or online registration of an EU Inc. branch, Member States should not make that formation or registration conditional on obtaining any licence or authorisation before that formation or registration can be completed, unless national law so provides for the purpose of ensuring that there is proper oversight of certain activities.

(25) In the context of setting up a company, national law often requires founders to separately submit information about the company to several public authorities for tax, social security or anti-money laundering purposes. This leads to delays and extra costs to start running the new business. Therefore, in order to reduce administrative burden and costs and ensure the quick completion of procedures, these rules and procedures should be harmonised by ensuring a "once-only" data exchange between the business register of registration of an EU Inc. and the relevant national authorities. The application of the once-only principle in relation to tax authorities, social security authorities and the beneficial ownership registers would also contribute to tackling possible abuses by ensuring that business registers share data with other authorities as well as the beneficial ownership register, and all use the same company information.

(26) In case of such a once-only submission of information, the business register of registration of the EU Inc. should automatically transfer the relevant company data, including the European Unique Identifier (EUID), to the authorities responsible for the issuance of the tax identification number (TIN) and the VAT identification number, to social security authorities, as well as to the beneficial ownership register, without founders and companies having to resubmit the information to those authorities. The specific data needed for obtaining the TIN and the VAT identification number and required by the beneficial ownership register, submitted in the application form, should also be part of the automatic transfer. In addition, the EU Inc. should obtain the TIN and the VAT identification number through this digital exchange without needing to submit a separate application, except in limited justified cases where the authorities in charge of issuing the VAT identification number require additional case-specific information.

(27) In order to increase trust in and transparency about EU Inc. companies, to provide third parties with reliable information and to facilitate EU Inc. companies' operations and activities in the internal market, it is crucial to ensure easy access to information about EU Inc. companies. Therefore, a harmonised set of information about EU Inc. should be made available at Union level through BRIS at the E-Justice portal thanks to the use of multilingual labels, and also in the national business registers, as it is the case for information about other Union companies. In addition, to facilitate communication with stakeholders, EU Inc. companies should disclose their identity through their official business communications and electronic presence, thereby enabling stakeholders to easily identify and contact the company, and be informed of the most relevant information about EU Inc. companies, including their EUID. All stakeholders, including companies, authorities and the public at large, need to be able to rely on company information for business purposes or in administrative procedures such as tax or labour related procedures including posting of workers or judicial proceedings. Therefore, it is important to ensure that information about EU Inc. publicly available through BRIS and in the national business registers is reliable and kept ~~to~~ up to date as is the case with information about other EU companies. Trustworthy and up-to-date information also contributes to the fight against fraud and abuse and ensures its use without further formalities in cross-border situations. **This Regulation exhaustively harmonises the documents and information that shall be made publicly available in the business register. Conversely, it leaves Member States discretion as to the supporting documents and information that may be required by Member States to verify the accuracy of the information submitted to business registers, for instance in the context of preventive controls.**

(28) The reliable and up-to date information about EU Inc. companies at Union level through BRIS and in the national business registers should cover information throughout the company lifecycle including its liquidation. The national public authorities should thus be able to fully benefit from this information. At the same time, they should be required to access and consult it without asking EU Inc. companies to separately provide information unless information and documents are needed to fulfil specific procedural requirements such as completing the relevant tax declaration or proving an offer in the context of a public procurement procedure. To further facilitate access to such information, national authorities should have the possibility to directly connect to BRIS through national optional access points. Similarly, the Commission may establish optional access points to systems developed and operated by the Commission or by other Union institutions, bodies, offices or agencies to perform their administrative functions or to comply with provisions of Union law such as the optional access point opened by the European Banking Authority in the context of Regulation (EU) 2022/2554 of the European Parliament and of the Council[15].

[15] Regulation (EU) 2022/2554 of the European Parliament and of the Council of 14 December 2022 on digital operational resilience for the financial sector and amending Regulations (EC) No 1060/2009, (EU) No 648/2012, (EU) No 600/2014, (EU) No 909/2014 and (EU) 2016/1011 (OJ L 333, 27.12.2022, pp. 1–79), ELI: http://data.europa.eu/eli/reg/2022/2554/oj

(29) In order to facilitate its cross-border activities in the internal market, an EU Inc. company should be able to prove that it is legally incorporated in a Member State through simple and reliable means, which other Member States should be required to recognise. Therefore, EU Inc. companies, as other Union companies, should be able to use a harmonised EU Company Certificate, introduced by Directive (EU) 2025/25, for different purposes, including in administrative procedures before national authorities or Union institutions and bodies and in judicial proceedings in other Member States. The EU Company Certificate includes essential company information about EU Inc. and is issued and certified by national business registers and available in all official languages of the Union. In addition, EU Inc. should be able to use, as other Union companies, the digital EU power of attorney, which was also introduced by Directive (EU) 2025/25, in order to authorise a person to represent the company in specific procedures with a cross-border dimension. The digital EU power of attorney should be accepted as evidence of the authorised person's entitlement to represent the EU Inc.

(29a) To further facilitate fully digital procedures and reduce administrative burdens, the EU central interface should automatically read and verify the structured data and the electronic attestation of attributes contained within the digital EU power of attorney granted to an electronic filing agent. This automatic verification should include the identity of the EU Inc. granting the power of attorney, the identity of the electronic filing agent, and the scope of powers conferred through the digital EU power of attorney.

(30) In order to further facilitate cross-border procedures and reduce administrative burden, an EU Inc. should be able to use its company information in cross-border situations, including when dealing with competent authorities or in judicial proceedings in another Member State without burdensome formalities. Therefore, Member States should not be able to require legalisation or any similar formality, such as an apostille, in respect of certified copies of documents and information related to EU Inc. obtained from business registers. Similarly, no legalisation or similar formality should be required for notarial acts or administrative documents and for documents and information exchanged through BRIS, such as pre-operation certificates. At the same time, in order to prevent fraud or forgery, the existing safeguards set out in Directive (EU) 2025/25 should apply, whereby it should be possible for the authorities of the Member State in which the company document or information is presented, where they have a reasonable doubt as to its origin or authenticity, to verify the document or information via the issuing register or via the register in their own Member State.

(31) The existing Union company law acquis, in particular Directive (EU) 2025/25, has already made significant advances in overcoming the language barriers in company law procedures and the EU Inc. companies should benefit from those. Following the calls from companies, and in particular the startup community, to make the procedures for setting up and investing into companies available in a language customary in the sphere of international business and finance as much as possible, this Regulation makes further progress by introducing a bilingual application form and standardised articles of association, available in the official language or languages of a Member State of registration and in a language customary in the sphere of international business and finance. The public availability of both language versions of the articles of association in the business register and via BRIS will provide investors, creditors and public authorities with access to the most important company document in a language customary in the sphere of international business and finance. The use of a language customary in the sphere of international business and finance in this essential document also significantly reduces the need for translations and therefore, the administrative burden and costs for companies and stakeholders operating in the internal market. In this context, translation of copies or extracts of documents related to EU Inc. companies should not be required where the specific information can be accessed, e.g., in the EU Inc. company's articles of association or through BRIS. Certified translation should only be required where strictly necessary, for example, where the documents are to be made publicly available in a business register or in the context of judicial proceedings.

(32) EU Inc. companies should have the flexibility to organise and manage their business in accordance with their divergent needs in terms of their size, activities or market needs. Therefore, shareholders should have the freedom to determine the organisation of the EU Inc. in the articles of association while complying with the harmonised requirements laid down in this Regulation. The EU Inc. should have a board of directors with one or more directors who are natural persons and at least one director should be resident in the Union. ~~The~~**In order to form an** EU Inc.~~ may also have additional bodies, such as a supervisory body~~**, prospective directors should be identified in accordance with Regulation (EU) No 910/2014. In practice, this means that the prospective directors at the point of formation must all be EU residents, EU citizens, or other persons verified by a qualified trust provider covered by an agreement as referred to in Article 14 of Regulation (EU) No 910/2014**.

(33) To effectively manage the EU Inc. company, the board of directors should be able to exercise all powers of the company, with the exception of important matters which are reserved for the general meeting or another company body, such as the approval of annual accounts. The general meeting should also have the power to appoint or dismiss a director at any time, regardless of any terms of office agreed between the company and the director. As a principle, directors should jointly represent the EU Inc.~~ as 'co-directors'~~, but shareholders could decide that all or certain directors can represent the company individually **or jointly, including, for instance, two or three directors representing the company jointly on some matters**.

(33a) The EU Inc. may also have additional bodies, such as a supervisory body. If shareholders decide to establish a supervisory body in the articles of association, it should be subject to a basic set of harmonised rules.

(34) Directors of all EU Inc. companies should be subject to a harmonised set of general directors' duties. These general duties, set out in this Regulation, should not alter or exclude any further duties that may apply in specific situations, such as the duties set out in Article 19 of Directive (EU) 2019/1023 of the European Parliament and of the Council[16] where there is a likelihood of insolvency. While exercising their mandates, directors of EU Inc. companies should act in good faith, with reasonable care, skill and diligence, which also includes ensuring that they have sufficient information so that their decisions serve the best interests of the company. Acting in the company's best interest should also entail the duty to avoid conflicts of interest whereby the directors should inform the board of directors or the general meeting about any conflicts of interest and should generally not be part of decisions involving any such conflicts.

[16] Directive (EU) 2019/1023 of the European Parliament and of the Council of 20 June 2019 on preventive restructuring frameworks, on discharge of debt and disqualifications, and on measures to increase the efficiency of procedures concerning restructuring, insolvency and discharge of debt, and amending Directive (EU) 2017/1132 (Directive on restructuring and insolvency) (OJ L 172, 26.6.2019, pp. 18), ELI: http://data.europa.eu/eli/dir/2019/1023/oj

(35) In view of the diversity of possible sizes, management structures and shareholder structures of an EU Inc. company, such companies should not be subject to a uniform rule imposed by Member States for the treatment of transactions with company-related parties. However, to protect the interests of certain or all shareholders, an EU Inc. company should be able to stipulate in the articles of association that certain transactions which are directly or indirectly concluded with certain company-related parties, such as directors and shareholders, need to be submitted to the general meeting or another company body for approval or brought to its attention. Shareholders should be able to adapt the required form of approval or information procedures in the articles of association for them to best fit the company size and corporate structure.

(36) In order to facilitate and speed up the decision-making in EU Inc. companies, regardless of their Member State of registration, the rules on decision-making should be harmonised. It should be ensured that both Union and third country shareholders are able to participate in general meetings, that such meetings may be held fully online or in hybrid form, and that all shareholders can be reliably identified, participate and vote during such meetings. Similarly, in order to render the decision making more efficient, in certain situations, it should be possible to take decisions through written resolutions which could also be adopted by electronic means. Decisions should be adopted according to a quorum and based on majority requirements, while the shareholders have the flexibility to amend those in the articles of association. However, due to the significant importance of the articles of association for the company, amendments to them should be adopted under qualified majority to provide protection to minority shareholders. Harmonised rules should be set out on specific aspects where an EU Inc. is or becomes a single-member company, including on making this information publicly available in business registers and through BRIS to provide third parties with reliable information. The rules in this proposal are in line with rules for other single-member companies in the EU, set out in Directive 2009/102/EC of the European Parliament and of the Council[17].

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[17] Directive 2009/102/EC 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 (Codified version) (OJ L 258, 1.10.2009, pp. 20–25), ELI: http://data.europa.eu/eli/dir/2009/102/2013-07-01

(37) In order to strike a balance between the significant influence of majority shareholders and the board of directors, the important autonomy granted by the articles of association of EU Inc. and the need for minority shareholder protection, a right of withdrawal should be provided for minority shareholders in exceptional cases of flagrant prejudice. Scenarios that could justify such a withdrawal may include, for example, cases where the company has been deprived of a significant proportion of its assets, where the general meeting has instructed directors to miss a significant business opportunity without the consent of the withdrawing shareholder or where the company's activities have changed substantially. However, the assessment of whether the company’s affairs are being conducted in an oppressive manner should be reserved to the competent court, which should take into account all relevant circumstances of the individual case.

(38) ~~Each~~**Availability of accurate, up-to-date information about the ownership and control of companies is fundamental to enhance investment in** EU Inc. ~~company~~**companies in the internal market. Therefore, EU Inc. companies** should ~~be responsible for establishing and updating its~~**maintain a** digital~~ share~~ register **of shareholders with detailed information about each share and shareholder**. It should also be possible to delegate it to a third party who will be in charge of it on behalf of the company. To account for the application of new technologies, the requirements as regards shares, the digital share register and the digital share certificate should be understood as technologically neutral. Provided that the EU Inc. company meets the requirements for the digital share register and the digital share certificate, it should be free to choose how to establish and maintain the register, including the choice of whether to use distributed ledger technology for this-purpose or not and whether digital share certificates should be provided in tokenised form or not. Keeping the digital register updated also entails that every share transfer is recorded and that the shareholder receives a share certificate confirming his or her status as a shareholder.

(38a) Models concerning share registers vary between Member States and company forms. In some company forms, there is no single record of all the shares owned by a company. In others, the company maintains an internal register containing certain information. In still others, the business register maintains a list of all shareholders of certain company forms. The EU Inc. follows the second of these models, which has proven robust whilst limiting the burden on companies and administrative authorities. At the same time, the Regulation ensures that the register has a high level of integrity, security and detail. In this way, the Regulation ensures a high level of legal certainty about the ownership and trading of shares in EU Inc. companies. This in turn facilitates the work of public authorities who may need access to that information, for instance for taxation or anti-money laundering purposes. Where they require access to the digital register of shares in accordance with the applicable legislation, those authorities will have a legitimate interest to access it under this Regulation. The availability of such information about the ownership and control of all EU Inc. companies together with the prohibition to use bearer shares by EU Inc. companies directly contribute to the anti-money laundering measures in line with international standards, particularly FATF Recommendation 24.

(38b) This Regulation establishes a multi-pronged approach to beneficial ownership transparency by ensuring that business registers directly share the information about EU Inc. company with the beneficial ownership registers, ensuring that the same information about the EU Inc. company is used. In a similar way, connecting at Union level the system of interconnection of registers (Business Registers Interconnection System – BRIS), the Beneficial Ownership Registers Interconnection System (BORIS) and the Insolvency Registers Interconnection system (IRI), would facilitate access to information about EU Inc. companies and enable the carrying out of cross-checks on it while respecting the access regime for information in each system of interconnection. In addition, access to EU Inc. company information at Union level, including through the EU Company Certificate that EU Inc. companies will be able to use, would facilitate the reliable identification of the customer in line with the 'know-your-customer' principle under the anti-money laundering and combating the financing of terrorism rules.

(39) In line with the free movement of capital and to guarantee that companies have the necessary freedom to scale up and attract new investors, it should be ensured that share transfers occur without restriction, unless otherwise provided in the articles of association. Share transfers are understood to encompass both acquisitions and transfers free of charge, such as donations, and they may pertain to either complete ownership or a fraction of it.

(40) While all shares should have equal rights and obligations, the EU Inc. should also be allowed to decide that classes of shares have different economic or voting rights to adapt to the requirements of certain shareholders. Member States should not prohibit or condition such distinctions by national law. Different economic or voting rights may serve a variety of purposes. For example, they may allow founders to protect the company against hostile takeovers.

(40a) The flexibility in defining rights attached to classes of shares should also encompass the inclusion of exit clauses in the articles of association, such as tag-along and drag-along provisions, which are essential for attracting venture capital and facilitating corporate restructuring. While such clauses are designed to ensure market liquidity and smooth exit strategies for majority shareholders, they must be balanced with robust safeguards. Consequently, where drag-along obligations are provided for, they should always guarantee that minority shareholders receive the same financial terms and per-share price as the transferring majority, thereby ensuring a high level of minority protection within the EU Inc. framework.

(41) To provide ~~an~~ EU Inc. ~~company~~**companies** with a wide spectrum of financing options and ~~its~~**their** investors with credible exit opportunities, thereby enhancing the free movement of capital within the Union and from third countries, the trading of the securities of an EU Inc. company should not be limited to debt instruments. An EU Inc. company should have the possibility to access multilateral trading facilities such as SME growth markets for the trading of its shares and Member States should not prohibit such access. Where an EU Inc. company seeks the admission of its shares to trading on such markets, it should comply with all applicable requirements under Union and national laws, including those already harmonised through **Directive 2014/65/EU (MiFID II),** Regulation (EU) No 596/2014[18] on market abuse and Directive (EU) ~~2024//2810~~**2024/2810**[19] on multiple-vote share structures in companies that seek admission to trading of their shares on a multilateral trading facility. **Where that Union and national listing law diverges from this Regulation, for instance by imposing different shareholder rights requirements or by requiring a different model for share registration, that listing law should prevail over this Regulation. However, that listing law may not require the EU Inc. to change into another legal form.**

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18 Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/(OJ L 173, 12.6.2014, pp. 1–61), ELI: http://data.europa.eu/eli/reg/2014/596/2024-12-04

19 Directive (EU) 2024/2810 of the European Parliament and of the Council of 23 October 2024 on multiple-vote share structures in companies that seek admission to trading of their shares on a multilateral trading facility (OJ L, 2024/2810, 14.11.2024), ELI: http://data.europa.eu/eli/dir/2024/2810/oj

(42) To further support scaleups and other more mature EU Inc. companies in meeting their equity financing needs, Member States may allow an EU Inc. company to seek admission to trading of its shares on a regulated market. Such access should equally require compliance with all applicable Union and national laws, for example **Directive 2014/65/EU (MiFID II),** the requirements set out in Regulation (EU) 2017/1129[20] on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, Directive 2007/36/EC[21] on the exercise of certain rights of shareholders in listed companies and Directive 2004/109/EC[22] on the harmonisation of transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market. **Where that Union and national listing law diverges from this Regulation, for instance by imposing different shareholder rights requirements or by requiring a different model for share registration, that listing law should prevail over this Regulation. However, where a Member State allows EU Inc. companies to seek admission to a regulated market, that listing law may not require the EU Inc. to change into another legal form.**

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20 Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (OJ L 168, 30.6.2017, pp. 12–82), ELI: http://data.europa.eu/eli/reg/2017/1129/2024-12-04

21 Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies (OJ L 184, 14.7.2007, pp. 17–24), ELI: http://data.europa.eu/eli/dir/2007/36/2024-01-09

22 Directive 2004/109/EC 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 (OJ L 390, 31.12.2004, pp. 38–57), ELI: http://data.europa.eu/eli/dir/2004/109/2024-01-09

(43) Fragmentation of the laws of Member States concerning the financing of Union businesses constrains companies in their ability to attract investors, in particular from other Member States and third countries. Cross-border investors such as venture capitalists and angel investors are deterred by high transaction costs, complex cross-border due diligence, and unfamiliar national corporate structures. To overcome these barriers and align with the objectives of the Commission Communication of 19 March 2025 entitled 'Savings and Investments Union. A Strategy to Foster Citizens' Wealth and Economic Competitiveness in the EU', the EU Inc. should be subject to a harmonised financing framework. This framework should be specifically designed to attract and facilitate cross-border equity investment by providing harmonised highly flexible and legally certain funding mechanisms. It should also balance and accommodate the needs of founders and of early-stage and growth investors to ensure that EU Inc. companies are highly attractive when competing for venture capital and other investments on a global scale.

(44) In order to provide flexible conditions for investment throughout the Union, the shares of an EU Inc. company should not be required to have a nominal value. By default, the shares should also not represent a fraction of the company's capital. The economic and control rights attached to a share should accordingly also not depend on a contribution made to capital. The EU Inc. should have the possibility to offer the appropriate rights and ask for the consideration for shares that is in the interest of the company and that best attracts equity investment in it, not being constrained by a mandatory link between its capital and shares.

(45) Enabling shares without a nominal value is particularly important to facilitate common arrangements for venture capital and early-stage financing. In traditional par-value systems, shares cannot be issued below their nominal value, which creates structural obstacles during critical situations where a company's valuation has decreased and new shares need to be issued in a 'down round' at a lower price to raise new equity. Furthermore, non-par value shares facilitate the seamless operation of convertible instruments such as Simple Agreements for Future Equity (SAFE) and Keep It Simple Securities (KISS). Where such instruments require a conversion at a fluctuating, discounted price, the rigid application of the par value principle could legally prevent their execution. By removing the mandatory requirements for a par value of shares, the EU Inc. is equipped to price its equity dynamically, absorb valuation fluctuations and enter into investment arrangements with terms in accordance with global market standards.

(46) An EU Inc. should be able to raise equity in a flexible way and founders and shareholders should be free to choose the appropriate financing options without facing unnecessary legal constraints arising from divergent national rules. The amount of capital of the EU Inc. should therefore not be required by law and may be 0 EUR throughout the company's lifetime. In the absence of capital, modern and highly effective safeguards for creditors should be achieved through other means, notably through balance sheet and solvency tests governing distributions to shareholders. Only where founders and shareholders choose to build up capital, such capital should be subject to conventional maintenance rules.

(47) The financing framework of the EU Inc. allows for a highly flexible allocation of equity investments. When issuing new shares, the company should be able to require a consideration for shares in the form of a capital contribution or raise equity that is not part of the company's legal capital. This structure ensures that bespoke classes of shares, share buybacks, redemptions and complex funding mechanisms can operate without creating frictions with conventional capital maintenance rules.

(48) To facilitate all types of equity investment in an EU Inc., any transfer of economic value should be permitted as a consideration for a share in the company. Unless shares are issued for consideration in the form of a capital contribution, an EU Inc. should not have to require immediate payment of a consideration for shares. In particular, to avoid delays in registration caused by the requirement to open a corporate bank account for the consideration for the first shares, such consideration should not have to be paid before registration. In-kind considerations should also be possible in the form of work and services but should always have their value determined. Where the value of an in-kind consideration is overstated, shareholders should have to compensate the company for the shortfall in value provided.

(49) While the subscription of the first shares of an EU Inc. is declared in the articles of association, the issuance of further shares should be generally subject to a decision of the general meeting. To facilitate the swift execution of financing rounds, an EU Inc. should also be able to have its board of directors authorised to decide on the issuance of such new shares. Such authorisation should only be required to set out the maximum number of authorised shares but may be subject to any further limitations deemed appropriate by the shareholders. To ensure a low level of transaction costs and remove barriers to cross-border investment, subscriptions for new shares should be made by electronic means and should not be subject to additional formalities imposed by Member States.

(50) Existing shareholders should generally have pre-emptive rights in new shares issued for cash consideration to enable them to maintain their stake in the company. However, to facilitate the entry of new investors, the general meeting or, where authorised to do so, the board of directors should have the possibility to modify or exclude such rights.

(51) Provided that the relevant requirements foreseen in Union and national laws are complied with, an EU Inc. company can issue any type of securities. To facilitate particularly early-stage investments such as Simple Agreements for Future Equity (SAFE) and Keep It Simple Security (KISS) convertible notes as well as employee stock ownership in an EU Inc., the company should also have broad flexibility in issuing instruments that entitle their holders to new shares. As is the case for the issuance of new shares, the swift issuance of such instruments should be facilitated by providing for the possibility to authorise the board of directors to decide on the issuance of the instruments. Since such instruments ultimately lead to the issuance of new shares, existing shareholders should generally have pre-emptive rights in them. As regards the issuance of new shares to satisfy claims from the instruments, the board of directors should not need further authorisation for such issuance and existing shareholders should not have pre-emptive rights in the new shares.

(52) While an EU Inc. company should not be required to have a capital greater than EUR 0, it should have the possibility to increase its capital not only by issuing new shares against capital contributions but also by converting other parts of equity to capital, unless such conversion is incompatible with their purpose.

(53) Distributions to shareholders should be subject to a balance sheet and solvency test, ensuring that an EU Inc. remains viable and meets its obligations towards creditors following a **distribution. The solvency test should be made on the basis of current financial data, taking into account projected cash flows and existing and foreseeable liabilities of the company. It should confirm that, after a distribution, the company would still be able to pay its debts, including any claims for wages and other employment-related claims, as they fall due in the normal course of business in the 12 months following the date of the** distribution. To ensure the credibility of the balance sheet and solvency test, all directors should be required to confirm the result of the two tests, and they should be personally liable where the tests are not performed or not performed with due care. Shareholders should furthermore be required to return unlawful distributions where they knew or should have been aware of the irregularities.

(54) An EU Inc. company should not be able to subscribe its own shares. To facilitate a flexible financing structure, it should however be able to purchase its own shares upon a decision of the general meeting or, where authorised, the board of directors. To ensure the viability of the company, the safeguards for distributions should also apply to purchases of own shares. Where own shares have been purchased, the company should have full flexibility to hold them in treasury for later use, transfer them further or cancel them. Cancellation should be subject to a decision of the general meeting or, where it is authorised, the board of directors.

(55) To further facilitate investment in EU Inc. companies, including from investors that wish to have a predetermined exit option, the EU Inc. should also be able to issue redeemable shares. Upon redemption, such shares should be cancelled and the redemption price be paid to the investor. However, to ensure the viability of the company, the EU Inc. should only be required to pay the redemption price where such payment complies with the safeguards for distributions.

(56) Where the company has built up capital, any reduction of it should generally be subject to a balance sheet and solvency test similar to the one required for distributions. To protect creditors which may rely on the stated capital providing them additional security against default, such test should be accompanied by a report of an independent expert certifying that the expert has inquired into the company's state of affairs and is not aware of any matters that would indicate that the balance sheet and solvency test is unreasonable. Where capital is only reduced to cover losses or where it is increased at the same time by at least the amount of the reduction, no additional protection is warranted and the reduction should therefore not be subject to these safeguards.

(57) Providing employees with equity and facilitating investment in their company is an important way to attract and retain talent, and a preferred means of providing them with a stake in the company's growth. Currently, divergent national requirements in this regard impede the scale-up of companies in the internal market. EU Inc. companies should therefore benefit from a harmonised simple employee stock option plan which they can establish for their staff throughout the internal market. Such plan, the EU-ESO, should enable an EU Inc. company to issue warrants to a broad group of eligible persons covering not only members of the board and employees of the EU Inc. but also of its subsidiaries. **Such warrants would entitle their holders to receive shares in the EU Inc. company upon exercise of the warrants, for a consideration (exercise price) the amount of which, or the basis for calculating which, is pre-determined at the time of the issuance of the warrants.** In line with the purposes of attracting and retaining talent and incentivising employees' participation in the scaleup of the EU Inc., the warrants should be subject to a minimum vesting period and should not be issued to persons who already hold a significant stake in the EU Inc. Where an EU-ESO is established, the board of directors should be authorised to issue warrants and satisfy the claims arising from the warrants either by issuing new shares or transferring own shares held ~~in treasury~~**by the EU Inc. company**, within the limits of the plan. **The Regulation should lay down minimum aspects of the EU-ESO that must be determined by a resolution of the general meeting. That resolution could determine other aspects, including imposing a time-limit by which the warrants must be exercised or lapse. The board of directors, acting in accordance with their duties including the duty to act in the best interests of the company, should be able to decide on aspects not determined by the resolution or by law.**

(58) Currently, under Member States' laws, warrants granted to employees may be taxed at different points in time. This situation makes the warrants unattractive, especially in cross-border cases, as it leads to complexity and may result in taxation of unrealised income, which gives rise to cash-flow disadvantages for employees. To address these issues and ensure that taxation takes place at the same time in all Member States, the income derived from the warrants granted under the EU-ESO should be taxed only once, when the shares obtained by exercising the warrant are disposed of. No taxable income should be deemed to arise at the time of granting, vesting, or exercising of the warrant. Member States should remain free to determine how the income derived from the disposal of the shares obtained by exercising the warrant is characterised for tax purposes and the rate(s) at which it should be taxed. However, to avoid double taxation or disputes between Member States in cross-border situations, it is crucial that the taxable income is calculated in the same way by all Member States. Therefore, taxation should take place on an amount equal to the difference between the ~~fair market value~~**disposal price** of the shares~~ at the date of disposal~~ and their acquisition price. Many Member States have already introduced preferential tax regimes for employee stock options or similar instruments. To the extent the EU-ESO meets the relevant criteria of such instruments, the taxation of shares issued by exercising warrants under the EU-ESO should be granted the same treatment as provided under Member States' national law. **This Regulation determines two narrow aspects of taxation of this harmonised stock option scheme, namely the time at which taxation takes place and the value on which taxation is calculated. These narrow aspects are strictly necessary to achieve the main objectives of the EU Inc., namely to ensure that EU Incs with no more than 1000 employees and 450m EUR in turnover are able to attract the best talent by a harmonised stock option scheme. Whilst narrow and ancillary to the main proposal, these provisions are important to ensure the predictability and attractiveness of that scheme. They do not affect in any way Member States' broader competence regarding taxation or the applicable legal procedures for legislation harmonising taxation.**

(59) Digital solutions are also important at the end of the company lifecycle, both for solvent companies being wound up and for companies undergoing insolvency proceedings as they contribute to a more efficient closure procedure. This, in turn, allows companies to direct their human and financial resources into new entrepreneurial projects and therefore, diminishes the cost of failure. This is important for small companies, with ~~less~~**fewer** resources and in particular for startups, ~~which~~**whose** failure rate tends to be higher than for larger companies.

(60) Therefore, the digital only approach should also cover the dissolution and liquidation of solvent EU Inc. companies, meaning that the EU Inc. company or the liquidator, who may be a director or an external person appointed according to national legislation, should be able to submit all information or documents related to dissolution and liquidation to the business register fully online, and creditors of an EU Inc. company should be able to submit their claims fully digitally to the company or to the liquidator. As in the context of setting up, a seamless "once-only" data exchange should be also ensured between the business register of registration of an EU Inc. company and other competent national authorities relevant for its liquidation in the same Member State, such as tax or social security authorities. This would mean that the EU Inc. company would not need to submit again to the other authorities the information it had already submitted to the business register, which should reduce the delays and costs caused by separate submissions in the context of a dissolution procedure that should be swift in the interest of all stakeholders. Since the relevant national authorities involved in the liquidation of a company might differ across Member States, each Member State should decide to which national authorities this "once-only" data exchange with the business register should apply.

(61) While increasing the efficiency of the procedure thanks to digital tools, it is also important to ensure that transparent information about the liquidation of an EU Inc. company is easily available to creditors and other third parties – in business registers and through BRIS – by introducing harmonised obligations on companies and business registers. In case a liquidation of a solvent EU Inc. company is necessary due to nullity, the conditions and consequences should be harmonised to ensure legal certainty and the nullity should only be ordered by a court decision and on the basis of an exhaustive list of grounds.

(62) Simplified rules are in particular needed in simple liquidation cases, for instance, where solvent companies have ceased their economic activity and do not have liabilities, to allow such companies to complete the procedure and be removed or struck off from the business register within a maximum of around three months. Such fast-track liquidation should be available for the EU Inc. companies with no pending administrative or judicial proceedings, no assets available for economic use, which should in any case be distributed at the latest at the time of the filing for liquidation, and no debts. The fast-track procedure should also cover simple cases where some creditors, and therefore liabilities, still remain but such procedure could only be launched if those creditors give their consent.

(63) The fast-track procedure, while allowing companies to close within a short period of time, should also ensure that creditors are protected and provide for transparent information to third parties concerned. This should be ensured by making the information that the EU Inc. company is in the fast-track liquidation procedure and the relevant documents filed by the EU Inc. company publicly available in the business register where it is registered, including the statement by all directors confirming that the conditions are met to undergo this procedure. Given that the fast-track procedure is limited to simple liquidation cases, it should be possible for the EU Inc. to be represented by a director or another authorised person, without a need to appoint a liquidator.

(64) Similarly, to strike the right balance between a short procedure and sufficient creditor protection, creditors of the EU Inc. company should have the possibility to oppose the fast-track procedure but within a relatively short deadline of 30 days following the publication of the information about its launch in the business register. This safeguard particularly aims at protecting creditors whose claims have not been reflected in the statement of directors of the EU Inc. and in the financial statement. The creditors who already consented to the launch of the procedure should only be able to oppose it in case of well justified reasons such as a defect or error in their consent or a serious change of circumstances. To enable the business register to disregard manifestly unsubstantiated objections, creditors should state the reasons for their claims against the EU Inc. company when submitting the objections to the business register. In case the business register receives well founded objections from creditors, it should provide the EU Inc. company with the information about the creditors and the reasons for their claims.

(65) In order to ensure that the EU Inc. company undergoing the fast-track liquidation procedure does not have any tax debts or has not failed to comply with any tax related obligations, the national tax authority in the Member State of registration of the EU Inc. company should have 30 days to issue a tax clearance or submit its opposition to the fast-track liquidation. A prolongation of a maximum of 30 days would be possible in case additional information was needed or additional activity had to be carried out by the tax authority. In order to limit administrative delays, it should be presumed that the tax authority granted its clearance or did not have objections if the tax authority does not notify its position to the business register within the initial or prolonged deadline.

(66) After the expiry of the deadlines, both for creditors and for the tax authority, and if no objections have been received by either of them, the business register should remove the registration of the EU Inc. company from its records without delay. In case the business register receives reasoned objections from creditors after the 30-day deadline has expired but before it has removed the EU Inc. from the register, it should be able to take those objections into consideration and decide not to remove the company from the register, to ensure that those claims are safeguarded. In order to ensure that potential assets, liabilities or administrative or judicial proceedings are handled smoothly after the EU Inc. company is removed from the business register, its books and records should be kept for a period of six years by a person appointed by the general meeting or by the court. The directors of the EU Inc. company which was removed from the business register should remain jointly and severally liable for any claims of creditors that were not satisfied.

(67) National insolvency rules are not always fit to treat insolvent EU Inc. companies that are innovative startups properly and in a proportionate manner. Innovative startups face scarcity of working capital, higher interest rates and larger collateral requirements, which make raising finance, especially in situations of financial distress, difficult, if not impossible. Taking into account the unique characteristics of innovative startups and their specific needs in financial distress, in particular the need for faster, simpler and affordable procedures, when innovative startups get insolvent, they should have access to simplified winding-up procedures that are adapted to these specific needs.

(68) The cessation of payments test and the balance sheet test are the two usual triggers among Member States for the opening of standard insolvency proceedings. In order to simplify the opening of insolvency proceedings on the basis of easily ascertainable conditions, the inability to pay debts as they mature should be the criterion for the opening of simplified winding-up proceedings for EU Inc. that are innovative startups. Member States should also define the specific conditions under which this criterion is met, as long as these conditions are clear, simple and easily ascertainable by the startup concerned.

(69) Unlike in restructuring, in insolvent liquidation it is of utmost importance that the proceedings are conducted with the involvement of an insolvency practitioner who ensures compliance with all legal requirements and acts in the interests of the creditors. This expertise is needed, in particular, when it comes to the protection of the rights of employees or to the conformity with environmental law standards. The smooth administration of simplified winding-up proceedings for EU Inc. that are innovative startups therefore requires, as a general rule, the appointment of an insolvency practitioner. As an exception, however, and only when the prudent behaviour of the debtor in the period leading to insolvency justifies this, the debtor itself, a creditor or a group of creditors should have the right to request that the winding-up proceeding is conducted without an insolvency practitioner. It is within the discretion of the competent court or authority to decide whether or not to grant such derogation taking into account all relevant circumstances.

(70) In order to establish cost-effective and expeditious simplified winding-up proceedings for EU Inc. that are innovative startups, the procedure should be conducted and concluded within six months as of the submission of the request to open simplified winding-up proceedings. Similarly, formalities for the major procedural steps, including for the opening of the proceedings, the lodgement and the admission of claims or the realisation of the assets should be minimised. EU Inc. that are innovative startups should be able to commence simplified winding-up proceedings without the representation by a lawyer or another legal professional by using a standard form developed for that purpose.

(71) To further reduce the cost and length of procedures, Member States should enable debtors, creditors, insolvency practitioners and judicial and administrative authorities to use electronic means of communication for all procedural steps in insolvency proceedings.

(72) A debtor of an EU Inc. that is an innovative startup should be able to benefit from a temporary stay of individual enforcement actions, in order to be able to preserve the value of the insolvency estate and ensure a fair and orderly conduct of the proceedings.

(73) Member States should ensure that the assets of the insolvency estate in insolvency proceedings can be realised through online judicial auction, unless the competent authority considers this means of realisation of assets inappropriate. For this reason, Member States should establish and maintain one or more electronic auction systems in their territory for that purpose. This obligation should be without prejudice to the multiple platforms that exist in some Member States for online judicial auctions of specific types of assets. The auction systems operated for the purposes of realising the assets of debtors in insolvency proceedings should be interconnected via the European e-Justice Portal. The e-Justice Portal should serve as a central electronic access point to the online judicial auction processes run in the national system or systems, provide a search functionality for users and guide them to the relevant national online platforms if they intend to participate in the bidding.

(74) In order to ensure uniform conditions for the implementation of this Regulation as regards the establishment of the multilingual EU templates, the multilingual application form, the data to be transmitted and made available through BRIS and the compatibility between the EU Company Certificate and the digital EU power of attorney with the Business Wallets referred to in [PO: Reference to Proposal for a Regulation of the European Parliament and of the Council on the establishment of European Business Wallets], implementing powers should be conferred on the Commission.

(75) The implementing powers relating to the standard form for the request for the opening of simplified winding-up proceedings and the implementing powers in relation to technical specifications and procedures necessary for the interconnection of electronic auction systems should be exercised in accordance with Regulation (EU) No 182/2011[23] of the European Parliament and of the Council.

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[23] Regulation (EU) No 182/2011 of the European Parliament and of the Council of 16 February 2011 laying down the rules and general principles concerning mechanisms for control by Member States of the Commission's exercise of implementing powers (OJ L 55, 28.2.2011, pp. 13–18), ELI: http://data.europa.eu/eli/reg/2011/182/oj

(76) The prohibition of discrimination, which is one of the fundamental principles of Union law, requires that comparable situations are not treated differently unless such difference in treatment is objectively justified. Therefore, Member States should treat in law and in fact EU Inc. companies in a non-discriminatory manner vis-à-vis other legal forms as regards comparable aspects, unless it can be demonstrated that the differential treatment is justified by an objective justification and proportionate. Accordingly, the rights and privileges that are legally granted or available in practice to other company forms in the Member States must in principle also be granted or available to EU Inc. companies. Differential treatment should be exceptionally possible only where it is objectively justified on the basis of specific and convincing reasons and it is proportionate to the aim pursued.

(77) Certain national rules are particularly obstructive of the free exercise by market operators of the fundamental freedoms laid down in the Treaties. While these rules concern all market operators, they are particularly damaging to those that pursue an economic activity with a view to innovation, productivity and scaling-up in the internal market in particular in a cross-border context, which will often be set up under the EU Inc. company form. Such companies, in particular when requiring public support, are particularly vulnerable to certain serious national restrictions which are in view of the case law of the CJEU clearly unjustified or disproportionate.

(78) In order to prevent such measures from impeding the good functioning of the internal market, and to reduce the need for long and costly litigation, these restrictions should be prohibited altogether without the possibility of justification. The provisions set out herein shall not affect any requirements flowing from ~~sectorial EU~~**sectoral, EU or national** law. This Regulation should also not be construed as justifying restrictions to the freedom of establishment, free movement of goods, workers and services contrary to the TFEU or other provisions of Union law, including with respect to persons or companies outside the scope of this Regulation.

(79) Business registers and authorities in charge of issuing the TIN and the VAT identification number, social security authorities and beneficial ownership registers should process any personal data of legal representatives and other persons that can lawfully represent a company, and of single shareholders, including personal data which are to be made publicly available in the registers, in accordance with Regulation (EU) 2016/679 of the European Parliament and of the Council[24]. The Commission should process personal data in the context of this Regulation in accordance with Regulation (EU) 2018/1725 of the European Parliament and of the Council[25].

(80) EU Inc. companies should process personal data in the digital register of shares in accordance with Regulation (EU) 2016/679. To facilitate compliance with data protection rules and ensure the implementation of proportionate data protection measures, the EU templates for the articles of association will contain provisions on data protection related to the digital register of shares.

(80a) The EU Inc. should be subject to the requirements of the applicable accounting law of the Member State in which its registered office is situated. This includes the national law transposing Directive 2013/34/EU, given that all national limited liability companies are within the scope of that Directive. However, specific rules on filing and public availability of accounting documents should apply.

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[24] Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation) (OJ L 119, 4.5.2016, p. 1), ELI: http://data.europa.eu/eli/reg/2016/679/2016-05-04

[25] Regulation (EU) 2018/1725 of the European Parliament and of the Council of 23 October 2018 on the protection of natural persons with regard to the processing of personal data by the Union institutions, bodies, offices and agencies and on the free movement of such data, and repealing Regulation (EC) No 45/2001 and Decision No 1247/2002/EC (OJ L 295, 21.11.2018, p. 39), ELI: http://data.europa.eu/eli/reg/2018/1725/oj

(81) Whilst acknowledging the competence of Member States to organise their national judiciary systems, they could designate or establish **a** specialised judicial chamber or court for disputes involving EU Inc. companies on matters covered by this Regulation. That would facilitate a seamless conduct of procedures and could generate a coherent national jurisprudence, with disputes arising under the Regulation being resolved by judges possessing the expertise for company and insolvency law litigation. If disputes are resolved more rapidly and at lower cost, it would increase the attractiveness of the new legal form for its addressees and reduce the incentive for startups and scaleups to move to third country jurisdictions. In addition, the Commission's Communication on European Judicial Training Strategy 2025-2030 has identified the necessity of upskilling of justice professionals within the legal framework proposed by this Regulation, which can be tailored in the process of specialisation.

(82) This Regulation does not affect the ability of Member States to examine applications for the formation of companies and registration of branches in order to address fraud or abuse, in compliance with Union law, or Member States' investigation and enforcement actions, including by the police or other competent authorities. Obligations under Union and national law arising from anti-money laundering and counter terrorist financing should remain unaffected. Given the risk of misuse of legal business structures stressed in Europol's Serious and Organised Crime Threat Assessment of 2025, authorities in the Union and Member States need to make sure that the EU Inc. is not misused by organised crime networks or other criminals.

(83) This Regulation does not affect Union or national employment law. These laws should apply to EU Inc. companies as they apply to any other Union limited liability company. The corporate legal framework established by this Regulation forms part of the legal environment of the internal market and builds on the Union company law acquis.

(84) The objectives of this Regulation, namely to provide a common legal framework for companies, in particular startups and scaleups, in the Union, to provide simple and efficient corporate rules and procedures throughout the company lifecycle and to ensure that corporate rules provide an enabling framework to invest, cannot be sufficiently achieved by the Member States, but can rather, by reason of their scale and effects, be better achieved at Union level. Therefore, the Union may adopt measures, in accordance with the principle of subsidiarity as set out in Article 5 of the Treaty on European Union. In accordance with the principle of proportionality, as set out in that Article, this Regulation does not go beyond what is necessary in order to achieve those objectives.

(85) The Commission should carry out an evaluation of this Regulation. The evaluation should cover, among others, the take up of the EU Inc. new legal form, how the EU Inc. companies were formed and how many were created through the EU central interface and with harmonised templates. Every five years the Commission should also review the maximum cost of EUR 100 for the fast-track formation of an EU Inc. through the EU central interface in line with the harmonised index of consumer prices.

(86) The European Data Protection Supervisor was consulted in accordance with Article 42(1) of Regulation (EU) 2018/1725 of the European Parliament and of the Council (13), and delivered an opinion on [insert date].

(86a) In order to ensure that the cost ceiling for the fast-track procedure evolves in line with inflation, the power to adopt acts in accordance with Article 290 of the Treaty on the Functioning of the European Union should be delegated to the Commission in respect of updating that cost. It is of particular importance that the Commission carry out appropriate consultations during its preparatory work, including at expert level, and that those consultations be conducted in accordance with the principles laid down in the Interinstitutional Agreement on Better Law-Making of 13 April 2016. In particular, to ensure equal participation in the preparation of delegated acts, the European Parliament and the Council receive all documents at the same time as Member States' experts, and their experts systematically have access to meetings of Commission expert groups dealing with the preparation of delegated acts.

(86b) **Since the objectives of this Regulation [to add summary of the objectives] cannot be sufficiently achieved by the Member States, but can rather be better achieved at Union level, the Union may adopt measures, in accordance with the principle of subsidiarity as set out in Article 5 TEU. In accordance with the principle of proportionality, as set out in that Article, this Regulation does not go beyond what is necessary in order to achieve those objectives.**

(87) In order to allow time for preparation of Member States and companies, this Regulation should apply 12 months after its entry into force.

HAVE ADOPTED THIS REGULATION:

CHAPTER I
GENERAL PRINCIPLES

Article 1

Subject matter and scope

1. This Regulation lays down rules to improve the functioning of the internal market and to create an efficient legal framework for companies and investors by:

(a) creating a new harmonised legal form of a limited liability company ('EU Inc.') provided in the legal order of every Member State;

(b) creating an EU central interface, based on the Business Registers Interconnection System (BRIS), for the purposes of the registration of companies taking the EU Inc. legal form, as well as for filing by EU Inc. companies;

(c) introducing measures to reduce obstacles to the use and acceptance of documents and information regarding EU Inc. companies including through the application of the once-only principle;

(d) introducing measures to reduce administrative burden in procedures covered by this Regulation throughout the lifecycle of EU Inc. companies including investment-related procedures;

(e) removing obstacles with respect to financing of EU Inc. companies and investment in such companies;

(f) harmonising **nullity rules and** certain **other** aspects ~~of insolvency procedures applicable to specific categories of undertakings taking the legal form~~**regarding the closure** of EU ~~Inc.~~**Incs**;

(g) prohibiting certain discriminatory measures with respect to EU Inc. companies whose registered office is in another Member State.

2. Save where specifically provided in this Regulation, this Regulation does not affect [Option 1: law other than corporate law, and accordingly]:

(a) Union and national employment, taxation, social security and insolvency law [Option 1: applies in full to EU Incs], without prejudice to Articles 12, 20, 39 and 79 of this Regulation; and

(b) if the nature of the business carried out by an EU Inc. is regulated by specific provisions of Union or national law, those laws shall apply in full to the EU Inc. This includes cases where those specific provisions affect corporate law aspects.

Article 2

Definitions

For the purposes of this Regulation, the following definitions shall apply:

(1) 'EU central interface' means a digital user interface established, operated and maintained by the Commission, based on BRIS and its Union digital access point, as referred to in Article 22 of Directive (EU) 2017/1132;

(2) 'Business Registers Interconnection System' ('BRIS') means the system of interconnection of registers operating at the Union level, composed by the business registers of the Member States, the platform and the E-Justice portal as referred to Article 22 of Directive (EU) 2017/1132;

(3) 'business register' means a central, commercial or companies register referred to in Article 16(1) of Directive (EU) 2017/1132;

(4) ‘shareholder’ means one of the founding shareholders and any other legal or natural person who is registered into the digital register of shares;

(5) ‘articles of association’ means both the instrument of constitution and the statutes in one single document;

(6) ‘branch’ means a fixed establishment, which is not a separate legal person but may have separate management, through which an economic activity of a company is carried out;

(7) ‘fully online procedure’ means a procedure that can be carried out fully online without the necessity to appear in person before any authority or person or body mandated under national law to deal with any aspect of the procedure;

(8) ‘employee participation’ means participation as defined in point (k) of Article 2 of Directive 2001/86/EC;

(9) ‘formation’ means the whole procedure of establishing an EU Inc. including all the necessary steps for its entry in the business register;

(10) ‘filing’ means the procedure of submitting information or documents to a business register **excluding the formation of an EU Inc.**, either directly or through the EU central interface.

(11) ‘object of the company’ means the main activity or activities of the company, expressed using the relevant Statistical Classification of Economic Activities in the European Community (NACE) code and, if any, more specific activities and purposes;

(12) ‘single-member company’ means a company the shares of which are held by a single shareholder;

(13) ‘liquidation’ means the procedure of the winding up of the dissolved company’s affairs;

(14) ‘digital EU power of attorney’ means a standardised, digitally authenticated document that authorises a person to represent a company in cross-border company law procedures within the Union and is accepted as evidence of the authorised person's entitlement to act on behalf of the company in accordance with Article 16c of Directive (EU) 2017/1132;

(15) ‘EU Company Certificate’ means an authenticated document issued by a Member State business register containing key information about a company registered in that business register, which is accepted in EU Member States, in accordance with Article 16b of Directive (EU) 2017/1132;

(16) ‘legalisation’ means the formality for certifying the authenticity of a public office holder’s signature on a document, the capacity in which the person signing that document has acted and, where appropriate, the identity of the seal or stamp which that document bears;

(17) ‘similar formality’ means the addition of the certificate provided for by the Apostille Convention;

(18) ‘registration of a branch’ means a process leading to making publicly available the documents and information relating to a branch opened in a Member State;

(19) ‘related party’ has the same meaning as in the international accounting standards adopted in accordance with Regulation (EC) No 1606/2002 of the European Parliament and of the Council[26];

(20) ‘distribution’ means any direct or indirect transfer of economic value to a shareholder without due consideration and in the absence of a genuine commercial purpose, with the exception of capital reductions, the acquisition of own shares by the company and the redemption of shares;

(21) ‘digital register of shares’ means the record of shares maintained in a digital format by the company or by a third party, which contains information on the ownership of the shares at any time by identifying the holder of each share, as well as the history of all share transfers;

(22) ‘share transfer’ means a transaction involving any change in share ownership, regardless whether the transaction is carried out for consideration or for free;

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[26] Regulation (EC) No 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards (OJ L 243, 11.9.2002, pp. 1–4), ELI: http://data.europa.eu/eli/reg/2002/1606/2008-04-10

(23) ‘digital share certificate’ means a legal document issued by the company specifying the shares held by a shareholder as ~~evidenced~~**included** in the digital register of shares that ~~confirms~~**evidences** the entitlement of ownership of the shares specified therein;

(24) ‘multilateral trading facility’ means a multilateral trading facility as defined in Article 4(1), point (22), of Directive 2014/65/EU;

(25) ‘regulated market’ means a regulated market as defined in Article 4(1), point (21), of Directive 2014/65/EU;

(26) ‘convertible instruments’ means instruments, which give their holders, in whole or in part, a right or duty to exchange their claim against the company for new shares in the company;

(27) ‘warrants’ means instruments which entitle their holders to subscribe for new shares in the company for a consideration **whose amount, or whose calculation basis, is pre-determined at the time of the issuance of the instruments**;

(28) ‘pre-emptive right’ means the preferential right held by existing shareholders to acquire new shares or instruments entitling to new shares;

(29) ‘dissolution’ means the decision or event, including a decision of the general meeting, the expiry of a term or occurrence of an event specified in the articles of association or a judicial order, that marks the end of the company´s normal business operations and, except in cases of restructuring or rescue as provided by insolvency law, initiates the liquidation process;

(30) ‘solvent liquidation’ means a liquidation initiated by the company when it is able to pay its debts in full within a determined period.

Article 3

Legal form and general principles

EU Inc. shall be a legal form provided for in the legal order of each Member State, which shall have the following characteristics:

(a) a shareholder shall not be liable for the obligations of the company;

(b) it shall have legal personality pursuant to the law of the Member State of registration, which shall be recognised by other Member States;

(c) it may be formed by one or more natural or legal persons;

(d) it may be formed ex nihilo in accordance with Articles 16 to 19 or through domestic or cross-border conversions, mergers or divisions in accordance with Article 21;

(e) it shall be allocated a European Unique Identifier (EUID) in accordance with Article 16(1) of Directive (EU) 2017/1132 upon registration;

(f) it shall be set up for an unlimited period of time, unless provided otherwise in the articles of association.

Article 4

Rules applicable to EU Inc.

1. **[Option 1: The corporate law aspects of]/[Option 2: As regards the matters falling within the field of this Regulation as defined in Article 1,]** EU Inc. companies shall be governed ~~by this Regulation and by their articles of association which shall comply with this Regulation.~~**:**

   (a) by this Regulation,

   (b) where and to the extent that this Regulation requires or permits a matter to be regulated by the articles of association, by their articles of association, which shall comply with this Regulation, and

   (c) in the case of matters neither governed by this Regulation nor the articles of association in accordance with point (b):

      (i) by the national law, referred to in paragraph 2, of the Member State in which the EU Inc. has its registered office; and

      (ii) where that law requires or permits a matter to be regulated by the articles of association, by their articles of association.

2. ~~Matters that are not covered by this Regulation or by the articles of association shall be governed by national law, including the provisions transposing Union law~~**For the purposes of paragraph 1, point (c)**~~, which apply to relevant national legal forms in the~~ Member ~~State in which the EU Inc. has its registered office.~~**States shall either:**

(a) designate one or several equivalent national legal forms the provisions of which shall apply to EU Inc. companies, specifying, where more than one form is designated, the matters in respect of which the provisions applicable to each form shall apply; or

(b) specify or lay down the provisions of national corporate law which shall apply to EU Inc. companies.

3. Member States shall designate the relevant national legal form referred to under paragraph 2, the provisions of which apply to EU Inc. companies.

Article 5

Legal personality

1. An EU Inc. company shall be registered in the business register of the Member State chosen for its registered office.

2. An EU Inc. company formed in accordance with Articles 16 to 19 of this Regulation shall acquire legal personality on the date on which it is registered in the business register.

If acts have been performed in the name of an EU Inc. company before its registration in accordance with Articles 16 to 19 and it does not assume the obligations arising out of such acts after its registration, the natural and legal persons which performed those acts shall, without limit, be jointly and severally liable therefor~~, unless otherwise agreed~~.

Article 6

Name of the EU Inc. company and of its branch

1. The name of the company shall comply with the following:

(a) ~~be followed by the mention~~**include** 'EU Inc.' **at the end**;

(b) ~~fulfil the function of a name~~**identify the company**;

(c) not mislead**, intentionally or otherwise,** the public, ~~in particular as to the nature of its business activities;~~**including:**

(i) by misleading the public as to its nature or the nature of its business activities;

(ii) by being confusingly similar to the name of any EU Inc. company whose information is available via the Business Registers Interconnection System ('BRIS');

(d) not be contrary to public policy or to accepted principles of morality~~; and~~**.**

~~(e) be sufficiently different from names of companies registered in any Member State as an EU Inc. and from names of any other companies available via the Business Registers Interconnection System ('BRIS').~~

2. Registering a company name shall not affect any claim another person may have regarding the improper use of a name contrary to Union or national law.

3. A branch of an EU Inc. company shall have the name of that company which ~~may be completed~~**shall be complemented** by the branch indication.

4. Member States shall not apply rules that unduly interfere with the lawful registration and use of that name throughout the Union.

Article 7

Articles of association

1. An EU Inc. shall have articles of association.

2. The articles of association shall cover at least the matters laid down in this Regulation, as specified in the Annex.

3. The articles of association shall be digital, machine-readable and shall store information as structured data.

4. **[**The articles of association shall be drawn up in at least one of the official ~~language or~~ languages ~~of~~**permitted by the language rules applicable in** the Member State of registration**,** and in a language customary in the sphere of international business and finance and shall be made publicly available in accordance with Article 25(1).**]**

5. Where an EU Inc. company adopts the standard articles of association as referred to in Article 8, both language versions shall have equal legal value.

   Where an EU Inc. adopts non-standard articles of association, the official language or languages of the Member state of registration shall prevail in the event of a discrepancy between the language versions.

   The EU Inc. shall be liable for any damages caused to third parties acting in good faith who relied on an inaccurate, incomplete, or misleading version in a language customary in the sphere of international business and finance of the non-standard articles of association.

Article 8

EU templates for standard articles of association

1. The EU templates for the standard articles of association (‘EU templates’) may be used as part of the formation procedure through the EU central interface or with the business register.

2. Where the EU templates are used, any requirement to have the company articles of association drawn up and certified in due legal form in accordance with national laws shall be deemed to have been fulfilled. **Where those templates are not used, national law regarding the drawing up and certification in due legal form shall apply.**

3. The Commission shall, by means of implementing acts, establish the multilingual EU templates for the standard articles of association. **Those implementing acts shall be adopted in accordance with the examination procedure referred to in Article 107(3). The template shall include the following:**

   (a) ***[Framing to be fleshed out]***

Article 9

Registered office, central administration and principal place of business

1. An EU Inc. shall have its registered office and its central administration or principal place of business in the Union.

2. Paragraph 1 shall also apply when the EU Inc. company is created through a cross-border conversion, division or merger in accordance with Directive (EU) 2017/1132.

Article 10

Principle of digital-only procedures

1. Member States shall ensure that all procedures within the scope of this Regulation may be carried out exclusively fully online.

2. The communications between the EU Inc. company and its shareholders including subscribers and purchasers of shares shall be carried out fully online unless otherwise provided in the articles of association or in any agreement between an EU Inc. company and a shareholder.

3. By way of derogation from paragraph 1, ~~in exceptional circumstances,~~ where duly justified by ~~overriding~~ reason ~~in~~**of** the public interest of preventing identity misuse or alteration, or ~~in~~**of** ensuring compliance with the rules on legal capacity and on the authority of applicants to represent a company, any public authority or person or body mandated under national law to deal with any aspect of the procedures referred to in paragraph 1, may take measures which could require the physical presence. The physical presence of the person may only be required on case-by-case basis where there are reasons to suspect identity falsification or non-compliance with the rules set out in Article 14 (2) point (d), and provided that any other steps of the procedure can be completed online.

Article 11

Payments

1. Where a procedure requires a payment, Member States shall ensure that such payment can be made by means of a widely available online payment service that can be used for cross-border payments, that permits identification of the person that made the payment and is provided by a financial institution or payment service provider established in a Member State.

2. Payments can be made online to a bank account of a bank operating in the Union. In addition, proof of such payments can also be provided online.

***[**Article 12*

Employee participation

1. An EU Inc. formed ex nihilo in accordance with Articles 16 to 19 or created through a domestic conversion, merger or division in accordance with Article 21 shall be subject to the employee participation rules applicable in the Member State in which it has its registered office.

2. Where an EU Inc. is created through a cross-border conversion, merger or division in accordance with Chapters I, II and IV of Directive (EU) 2017/1132 or where an EU Inc. carries out such a cross-border conversion, division or merger in accordance with Directive (EU) 2017/1132, the rules on employee participation shall be determined in accordance with Articles 86l, 133 and 160l of that Directive.**]**

CHAPTER II

EU CENTRAL INTERFACE, FORMATION AND FILING

Article 13

Company application and application form

-1. **The prospective members of the board of directors ('prospective directors') may apply to form an EU Inc. *ex nihilo*:**

(a) **Via the EU central interface in accordance with Article 16 (fast-track) or Article 17 (standard); or**

(b) **Directly in the national business register, either fast-track or standard, in accordance with Article 18.**

-1a. **The application shall consist of:**

(a) **The harmonised application form referred to in paragraph (3);**

(b) **The articles of association, which may use the EU templates referred to in Article 8.**

The prospective directors shall be identified through electronic identification means in accordance with Regulation (EU) No 910/2014, shall fill in the company application form, and shall sign that form by means of trust services referred to in Regulation (EU) No 910/2014.

The founding shareholders shall sign the articles of association by means of trust services in accordance with Regulation (EU) No 910/2014.

1. A harmonised application form shall be used for all ~~cases of formation of~~**applications to form** an EU Inc. company. ~~It~~**That form** shall~~ be fully digital, machine readable and shall collect information as structured data.~~**:**

(a) **be fully digital, machine readable and shall collect information as structured data;**

(b) include the information necessary for the purposes of:

(i) company formation in the national business register; and

(ii) issuing the tax identification number (TIN) and/or, where relevant, the VAT identification number;

(c) registering beneficial ownership information in the beneficial ownership register;

(d) provide for the prospective directors to declare that the EU Inc. has the right to use the registered office; and

(e) provide for the prospective directors to declare their consent to becoming directors, acknowledge their duties, and make the declaration referred to in Article 22(2).

2. The ~~prospective members of the board of directors, identified through electronic identification~~**Commission shall, by** means ~~in accordance with Regulation (EU) No 910/2014, shall fill in the~~**of implementing acts, establish the harmonised** company application form ~~and sign it by means of trust services~~ referred to in ~~Regulation (EU) No 910/2014~~**paragraph 1**.

~~3. The application form referred to in paragraph 1 shall include the information specified in the implementing act referred to in Article 35(3) point (b), to the extent that it is necessary for the purposes of:~~

~~(a) company formation in the national business register;~~

~~(b) issuing the tax identification number, TIN and/or;~~

~~(c) issuing the VAT identification number;~~

~~(d) registering beneficial ownership information in the beneficial ownership register.~~

~~4. The application form shall be accompanied by the articles of association, which may use the EU templates referred to in Article 8. The founding shareholders shall sign the articles of association by means of trust services in accordance with Regulation (EU) No 910/2014.~~

~~5.~~ ~~The application form shall provide that persons applying to become directors declare their consent to becoming directors, acknowledge their duties and declare whether they are aware of any circumstances which could lead to a disqualification in the Member State of registration.~~

~~6.~~ ~~The fast-track procedure referred to in Article 16 shall not apply if any of the persons applying to become directors declare that any such circumstances exist, or if their existence is ascertained during preventive controls.~~

~~7.~~ ~~The Commission shall ensure that where an EU Inc. is formed in accordance with Articles 16 and 17, the EU central interface provides an automatic verification of whether the proposed company name matches or is similar to a registered Union trade mark, as referred to in Regulation (EU) 2017/1001~~[27]~~, or national trade mark of a Member State, as referred to in Directive (EU) 2015/2436~~[28]~~. Member States shall ensure, where an EU Inc. is formed in accordance with Articles 18 with the business register, that the register provides the automatic verification. To that end, BRIS shall be interconnected, free of charge, with the trade mark IT tools developed by the European Union Intellectual Property Office (EUIPO) in accordance with Article 152(1) point (b) of Regulation (EU) 2017/1001, which mandates the creation of common or connected databases and portals for Union-wide consultation, search, and classification purposes. Such interconnection shall also allow EUIPO to inform applicants for a trade mark in the Union where the sign applied for is identical or similar to the name of an EU Inc. registered prior to the date of the trade mark application. Such information shall be provided for indicative purposes and shall not prejudice the examination or registration of the trade mark.~~

~~27~~ ~~Regulation (EU) 2017/1001 of the European Parliament and of the Council of 14 June 2017 on the European Union trade mark (codification) (OJ L 154, 16.6.2017, pp. 1–99), ELI: http://data.europa.eu/eli/reg/2017/1001/2025-12-01~~

~~28~~ ~~Directive (EU) 2015/2436 of the European Parliament and of the Council of 16 December 2015 to approximate the laws of the Member States relating to trade marks (recast) (OJ L 336, 23.12.2015, pp. 1–26), ELI: http://data.europa.eu/eli/dir/2015/2436/2015-12-23~~

Article 14

Procedure and preventive ~~control~~controls and checks

1. ~~Member States~~**Upon receiving an application referred to in Article 13(-1), the national business register** shall ~~ensure that the articles of association at the time of the formation of the EU Inc. and any amendments~~**immediately forward the application** to the ~~articles of association~~**competent authorities. Those authorities** shall ~~be subject to~~**carry out the** preventive ~~administrative, judicial or notarial control, or any combination thereof~~**controls and checks**.

2. ~~That control~~**Those controls and checks** shall verify that:

   (a) the formal **and substantive** requirements for the articles of association are fulfilled ~~and, where the EU templates referred to in Article 8 are used, that they are used correctly;~~**, including that:**

      (i) the mandatory minimum content specified in the Annex is included;

      (ii) the name and the object of the EU Inc. comply with the requirements of this Regulation;

      (iii) where the EU templates referred to in Article 8 are used, that they are used correctly;

   (b) the ~~mandatory minimum content is included as specified in the Annex;~~**following points are verified as regards the prospective directors:**

      (i) the identity of the prospective directors in accordance with Article 13(-1); in case of justified doubts and where the conditions of Article 10(3) are fulfilled, further measures as referred to in that latter provision may be taken;

      (ii) the prospective directors have the necessary legal capacity and have authority to represent the EU Inc. company;

      (iii) none of the prospective directors is disqualified in accordance with Article 22;

(c) ~~the name and the object of the EU Inc. comply with the~~**any considerations that are to be contributed to capital have been provided in accordance with Article 64 (4), and, where applicable, that the additional** requirements ~~of this Regulation~~**for considerations in kind have been met in accordance with Article 65**; **and**

(ca) the EU Inc. has the right to use the registered office;

(d) the ~~applicants have the necessary legal capacity and have authority to represent the EU Inc. company;~~**information contained in the application form referred to in Article 13(3), point b (i) is accurate.**

~~(e) any considerations that are to be contributed to capital have been provided in accordance with Article 64 (4), and, where applicable, that the additional requirements for considerations in kind have been met in accordance with Article 65.~~

2a. The competent authorities shall have sole responsibility for accepting or rejecting the application, based solely on the criteria laid down in paragraph 2. Within the timeline and cost ceiling applicable pursuant to Articles 16-18, the national competent authorities shall:

(a) accept the application and inform the business register, which shall register the EU Inc.;

(b) reject the application and inform the prospective directors and the business register of the reason for the rejection; or

(c) exceptionally, where the preventive controls and checks reveal a specific issue requiring further assessment, inform the prospective directors and the business register of the reason why further assessment is necessary and the expected duration, which shall not exceed 15 days. It shall either accept or reject the application within that deadline.

2b. When an EU Inc. or its representatives files an update to its documents and information in accordance with Article 27(2), the national business register shall ensure that those documents and information are subject to any relevant preventive controls and checks. Paragraphs 1-2a shall apply *mutatis mutandis*.

2c. **Member States shall lay down rules deciding which competent authorities shall conduct the controls and checks referred to in this Article. Those competent authorities may be administrative, judicial, notarial, or any combination thereof. The business register may act as the sole competent authority, in which it shall not be required to forward the application under paragraph 1 or inform the business register under paragraph 2a.**

Article 15

EU central interface

1. The Commission shall establish the EU central interface as part of the European electronic access point to BRIS as referred to in Article 22 of Directive (EU) 2017/1132.

2. The Commission shall make available electronically in all Union languages the EU templates referred to in Article 8, the application form referred to in Article 13 and relevant detailed guidance for the registration of and filing by an EU Inc. on the EU central interface.

3. Where an EU Inc. is formed through the EU central interface in accordance with Articles 16 and 17, the Commission shall ensure that the interface, through BRIS, transmits to the business register of the Member State of registration the application form and the articles of association. That business register shall share such data with national preventive control authorities.

~~4. The decision to register an EU Inc. in the national business register shall remain the responsibility of the competent national authority in accordance with national law compliant with the provisions of this Regulation and other Union law.~~

5. The EU central interface shall enable real-time tracking of the registration status of a company.

6. The EU central interface shall provide information about the registration of intellectual property rights~~, including~~ **in** trade marks~~ and designs~~.

7. EU Inc. companies shall be able to file documents and information in accordance with Article 25(1) and Article 27(1) through the EU central interface.

7a. **The Commission may further develop the technical functionalities of the central interface referred to in paragraph 1 in order to provide further digital information resources about the EU Inc. framework and companies, including aggregated statistics on the number of EU Inc. companies and their sectoral and geographical distribution.**

Article 15a

Trademark information

The Commission shall ensure that where an EU Inc. is formed in accordance with Articles 16 and 17, the EU central interface provides information on Union trade mark, as referred to in Regulation (EU) 2017/1001[29], or national trade mark of a Member State, as referred to in Directive (EU) 2015/2436[30], that are identical or similar to the proposed company name. Where an EU Inc. is formed in accordance with Articles 18 with the business register, the Commission shall provide through BRIS this trademark information to the relevant register. To that end, BRIS shall be interconnected, free of charge, with the trade mark IT tools developed by the European Union Intellectual Property Office (EUIPO) in accordance with Article 152(1) point (b) of Regulation (EU) 2017/1001, which mandates the creation of common or connected databases and portals for Union-wide consultation, search, and classification purposes. Such interconnection shall also allow EUIPO to inform applicants for a trade mark in the Union where the sign applied for is identical or similar to the name of an EU Inc. registered prior to the date of the trade mark application. Such information shall be provided for indicative purposes and shall not prejudice the examination or registration of the trade mark.

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29 **Regulation (EU) 2017/1001 of the European Parliament and of the Council of 14 June 2017 on the European Union trade mark (codification) (OJ L 154, 16.6.2017, pp. 1–99), ELI: http://data.europa.eu/eli/reg/2017/1001/2025-12-01**

30 **Directive (EU) 2015/2436 of the European Parliament and of the Council of 16 December 2015 to approximate the laws of the Member States relating to trade marks (recast) (OJ L 336, 23.12.2015, pp. 1–26), ELI: http://data.europa.eu/eli/dir/2015/2436/2015-12-23**

Article 16

Fast-track formation through the EU central interface

1. ~~Where~~**In order to apply to form** an EU Inc. ~~is formed~~ through the EU central interface **using the fast-track procedure,** the prospective directors shall submit the application form referred to in Article 13 together with the EU templates referred to in Article 8.

1a. Fast-track formation may not be used where:

(a) the articles of association do not use the EU templates;

(b) any prospective director is aware of any circumstance which could lead to a disqualification in the Member State of registration (Article 22(2), point (b));

(c) any consideration contributed to the capital in accordance with Article 64(4); and/or

(d) considerations in kind are to be contributed in accordance with Article 65.

In those cases, prospective directors shall use the standard procedure referred to in Article 17 or 18(2)(a).

2. ~~Member States shall ensure that the preventive control carried out in accordance with Article 14 and the registration of the EU Inc. is completed~~ Within 48 hours from the submission of the documents referred to in paragraph 1 through the EU central interface**, excluding weekends and public holidays, the competent business register and competent national authority shall carry out preventive controls and checks and take a decision in accordance with Article 14(2a)** ~~and with a maximum cost of EUR 100 or equivalent sum in the currency applicable in the Member State of registration~~.

2a. The maximum cost of preventive controls and checks and of registration in accordance with this Article shall be EUR 100 or equivalent sum in the currency applicable in the Member State of registration.

In case of those Member States which have not adopted the euro, the amount in national currency equivalent to the amount set out in subparagraph 1 shall be that obtained by applying the exchange rate published in the Official Journal of the European Union as at the date of the entry into force of any Regulation setting that amount.

For the purposes of conversion into the national currencies of those Member States which have not adopted the euro, the amount in euro specified in subparagraph 1 may be increased or decreased by not more than 5 % in order to produce round sum amounts in the national currencies.

3. The Commission shall review the cost in paragraph 2a every five years from [PO: the date of application of this Regulation] based on the harmonised index of consumer prices established pursuant to Regulation (EU) 2016/792. The Commission shall be empowered to adopt delegated acts in accordance with Article 108a to amend that maximum cost on the basis of each review.

Article 17

Standard formation ~~trough~~through the EU central interface~~ without using EU templates~~

Where the fast-track procedure cannot be used, prospective directors may apply to form an EU Inc. through the EU central interface using the standard procedure.

1. ~~Where an EU Inc. is formed through the EU central interface without using the EU templates referred to in Article 8, ~~The prospective directors shall submit the application form referred to in Article 13 accompanied by the articles of association **or, if applicable, the EU templates referred to in Article 8**.

2. ~~The preventive control carried out in accordance with Article 14 and the registration of the EU Inc. shall be completed ~~Within 5 working days from submission of the application form and the articles of association**, the business register and competent national authority shall carry out preventive controls and checks and take a decision in accordance with Article 14(2a)**.

2a. Member States shall lay down rules regarding the maximum cost of the standard procedure, which shall not exceed the recovery of the cost of providing such services.

Article 18

Fully online formation with the business register

1. ~~Where~~**In order to apply to form** an EU Inc. ~~is formed with the~~**through the national** business register, the ~~formation~~**prospective directors** shall ~~be carried out fully online by using~~**submit** the application form **referred to** in ~~accordance with~~ Article 13 and the articles of association.

2. **The formation shall be fully online.** The preventive control shall be carried out in accordance with Article 14. ~~Where the EU templates referred to in Article 8 are used, the registration shall be completed under the conditions laid out in Article 16 (2) and in other cases under the conditions laid down in Article 17 (2).~~**The application may be made:**

   (a) via a fast-track procedure, where the EU templates referred to in Article 8 are used and none of the conditions laid out in Article 16(1a), points (b) to (d) applies; or

   (b) via a standard procedure in other cases under the conditions laid down in Article 17(2).

2a. Article 16(2) and (2a) shall apply to applications made via the fast-track procedure. Article 17(2) and (2a) shall apply to applications made via the standard procedure.

Article 19

Formation of EU Inc. subsidiaries

1. A company listed in Annex II or IIB to Directive (EU) 2017/1132 or an existing EU Inc. may form an EU Inc. as a subsidiary either through the EU central interface or fully online with the business register in accordance with Articles 16, 17 and 18.

2. Where a company listed in Annex II or IIB to Directive (EU) 2017/1132 or an existing EU Inc. forms an EU Inc. subsidiary, they shall not be requested to provide any documents or information that are available in BRIS.

3. In case of registering a subsidiary in another Member State, the business register registering the subsidiary shall automatically retrieve from BRIS and on the basis of the EUID the information and documents about the company forming the subsidiary.

4. In case of registering of a subsidiary in the same Member State, the documents or information about the company forming the subsidiary shall also be available in the business register of that company.

Article 20

Once-only submission for authorities

1. Following the registration of an EU Inc., with the business register, that business register shall immediately exchange in digital form the information about the EU Inc., including its EUID, as well as the specific data for the purposes of obtaining the tax identification number (TIN) and the VAT identification number and for the beneficial ownership register received as part of the application form with the public authorities in charge of issuing the TIN and the VAT identification number and the beneficial ownership register in the Member State of registration. That business register shall also exchange in digital form the information about the EU Inc. with the social security authorities.

2. The EU Inc. shall not be required to provide the information referred to in paragraph 1 to the authorities and the beneficial ownership register referred to in paragraph 1.

3. The EU Inc. shall obtain the TIN and the VAT identification number from the public authorities in charge of issuing them digitally and without delay. The EU Inc. shall not be required to submit to those public authorities or to the beneficial ownership register a separate application; nor shall it be required to provide them with additional information unless it cannot be retrieved elsewhere and is strictly necessary for the purposes of issuing the VAT identification number.

4. The business register shall transmit to the public authorities referred to in paragraph 1, automatically and digitally, any changes to the information about the EU Inc. that those public authorities have received in accordance with paragraph 1.

Article 21

Creation through domestic and cross-border conversions, mergers or divisions

1. In addition to formation referred to in Articles 16 to 18, an EU Inc. may be created by any of the following methods:

   (a) the domestic conversion of an existing company;

   (b) the domestic merger of existing companies;

   (c) the domestic division of an existing company;

   (d) the cross-border conversion, division or merger of limited liability company or companies.

2. Creation of an EU Inc. by a domestic conversion shall be governed by the national law applicable to the converting company.

3. Creation of an EU Inc. by a domestic merger or division of existing companies shall be governed by the national law applicable to each of the merging companies or to the dividing company.

4. A company or companies can only be involved in a domestic conversion, merger or division as referred to in paragraphs 2 and 3, provided that two years have elapsed since their registration or the first two sets of annual accounts have already been approved for any such company.

5. Creation of an EU Inc. through a cross-border conversion, division or merger shall be carried out in accordance with Chapters **-**I, II and IV **of Title II** of Directive (EU) 2017/1132.

6. An EU Inc. may change into a national limited liability company in the Member State where it is registered, in accordance with the methods set out in paragraph 1. In case of a domestic operation as referred to in that paragraph, no decision on such an operation can be taken before two years have elapsed since its registration or before the first two sets of its annual accounts have been approved.

Article 22

Disqualified directors

1. ~~Persons applying to become directors of an EU Inc. shall declare whether they are aware of any circumstances which could lead to a disqualification in the~~**A person currently disqualified from acting as a director in any** Member State ~~concerned both in case of formation of an EU Inc and in case of filing information about the appointment of a new~~**shall not become, or continue to be, a** director **of any EU Inc**. **For the purpose of this Article, directors shall at least include the persons referred to in Article 25(1), point (f).**

2. ~~A~~**Any** person ~~currently disqualified from acting as a director in another Member State may not~~**applying to** become a director of an EU Inc. **shall declare:**

   (a) Any current disqualification to which they are subject in any Member State; and

   (b) Any circumstances of which they are aware which could lead to a disqualification in the Member State in which the EU Inc. is registered or to be registered.

   The first subparagraph shall apply both at the point of formation of an EU Inc and in case of filing information about the appointment of a new director.

3. ~~Member States~~**National competent authorities** shall **take appropriate steps to** ensure that ~~they have rules on disqualification of directors. Those rules shall include providing for the possibility to take into account any disqualification that is in force, or information relevant for disqualification, in another Member State. For the purpose~~**paragraph 1** of this ~~Article, directors shall at least include the persons referred to in Article 25(1), point (f)~~**Articles is enforced**.

   Preventive controls and checks under Article 14 shall verify whether any of the prospective directors is disqualified in any Member State. That verification shall be based on the declaration referred to in paragraph 2 and checks of any national database of disqualified directors. Where appropriate, Member States shall request or provide information regarding prospective directors in accordance with Article 13i(3), (4), and (7) of Directive (EU) 2017/1132.

4. **Where a prospective director is not disqualified in any** Member ~~States~~**State but identifies circumstances that could lead to their disqualification in the relevant Member State, the national competent authority** shall ~~apply Article 13i (1), (3), (4), (6) and (7) of Directive (EU) 2017/1132 related to the exchange of information about persons applying to become directors of an EU Inc~~**assess those circumstances in accordance with national law**.~~ company.~~

Article 23

Signature of digital filing via EU central interface

1. Any documents and information filed via the EU central interface shall be signed by means of trust services referred to in Regulation (EU) No 910/2014 or using the signing function of the European Business Wallet referred to in [PO: Reference to Proposal for a Regulation of the European Parliament and of the Council on the establishment of European Business Wallets COM(2025) 838], if applicable.

2. Filings referred to in paragraph 1 include:

   (a) any forms for the filings by or on behalf of the company;

   (b) any resolutions of the general meeting;

   (c) any resolutions of other company bodies;

   (d) any personal declarations by the persons concerned or on behalf of them.

Article 24

Electronic filing agent

1. Using the digital EU power of attorney referred to in Article 31, an EU Inc. may authorise a person (the "electronic filing agent") to sign documents and submit forms on its behalf through the EU central interface in accordance with this Regulation.

2. The EU central interface shall verify automatically the digital EU power of attorney.

CHAPTER III

ACCESSIBILITY AND CROSS-BORDER USE OF EU INC. INFORMATION

Article 25

Documents and information to be made available in the business register

1. The Member State of registration shall ensure that the following documents and information filed by the EU Inc. in accordance with Article 27 are made publicly accessible in the business register:

(a) the name and legal form of the EU Inc.;

(b) the registered office of the EU Inc., composed of street name, street number, **city,** postal code and Member State where it is registered;

(c) where available, details of the **company website or equivalent principal** electronic presence of the EU Inc.;

(d) the object of the EU Inc., describing its main activity or activities, expressed using the relevant Statistical Classification of Economic Activities in the European Community (NACE) code and, if any, further details on the object or purpose of the EU Inc.

(e) the articles of association and a consolidated version after any amendment in all language versions referred to in Article 7;

(f) the appointment, termination of office and ~~information~~**particulars** of the persons who either as a body constituted pursuant to law, including the board of directors, or as members of any such body:

i. are authorised to represent the EU Inc. in dealings with third parties and in legal proceedings; it shall be apparent from the disclosure whether the persons authorised to represent the EU Inc. may do so individually or are required to act jointly;

ii. take part in the administration, supervision or control of the company;

(g) any decision to waive the experts' report as referred **to** in Article 65(5);

(ga) any decision on distributions taken by the general meeting, the board of directors or another company body, together with the signed statement of the board of directors certifying the completion of the balance sheet and solvency tests, as referred to in Article 72;

(h) the accounting documents for each financial year which are required to be published in accordance with Council Directives 86/635/EEC and 91/674/EEC and Directive 2013/34/EU of the European Parliament and of the Council;

(i) where an EU Inc. is or becomes a single-member company, the identity of the sole member;

(j) the winding up of the EU Inc.;

(k) the appointment of liquidators, their ~~information~~**particulars** and their respective powers, unless such powers are expressly and exclusively derived from law or from the articles of association;

(l) any termination of a liquidation.

2. Member States shall ensure that the competent courts and other relevant public authorities responsible under national law make available to the business register of registration the following documents and information and that they are publicly accessible in that business register:

(a) any declaration of nullity of the EU Inc.;

(b) any other decision related to the EU Inc. with universal effect which is changing the documents or information under paragraph 1.

The first subparagraph is without prejudice to any obligation the relevant EU Inc. has to update their business and information stored in the business register pursuant to Article 27(2).

3. The Member State of registration shall ensure that the following documents and information provided by the business register of registration are publicly accessible therein:

(a) the registration number of the EU Inc. and its EUID;

(b) the status of the EU Inc., such as when it is closed, struck off the register, in liquidation, wound up, dissolved or inactive;

(c) information on any branches opened by the EU Inc. in another Member State including the name, registration number, EUID and the Member State where the branch is registered, as resulting from the exchanges of information between business registers through BRIS~~, the EU Company Certificate referred to in Article 29~~.

4. Paragraphs 3 to 6 of Article 16, on reliability by third parties and machine readability, and paragraphs 3 and 4 of Article 16a, on true copies and the use of trust services, of Directive (EU) 2017/1132 shall apply.

5. Member States shall ensure that digital copies and extracts of the documents and information provided by the register are compatible with the European Digital Identity Wallet as provided for in Regulation (EU) 910/2014 and**, as of the date it enters into application,** the Business Wallets referred to in [PO: Reference to Proposal for a Regulation of the European Parliament and of the Council on the establishment of European Business Wallets].

Article 26

Documents and information to be made available through BRIS

1. The following shall be made publicly available through BRIS

   (a) the documents and information referred to in Article 25;

   (b) the average number of employees of the EU Inc. during the financial year, where national law requires such information to be made available in the company's financial statements and from the moment such information is extractable as data

   (c) the information about groups under Article 19b of Directive (EU) 2017/1132 which shall apply mutatis mutandis to EU Inc. companies;

   (d) at least the information and documents listed in Article 25, 1, points a) to f) and j), and paragraph 3 points a) to c) shall be publicly available free of charge on the business register and on BRIS. The price of obtaining a copy of the other documents and information listed in Article 25 shall not exceed the administrative costs thereof, including the costs of development and maintenance of business registers.

2. Article 19(3) of Directive (EU) 2017/1132 shall apply.

Article 27

Filing and up-to-date register documents and information

1. EU Inc. companies shall file all documents and information referred to in Article 25(1) and Article 40(2) point (a) either through the EU central interface or directly with the business register.

2. EU Inc. companies shall keep up to date their documents and information stored in the business register. The changes shall be filed and the business registers shall be kept up to date in accordance with Article 15 of Directive (EU) 2017/1132. The changes filed shall be subject to preventive control in accordance with Article 14 of this Regulation.

3. Notwithstanding paragraph 2, an EU Inc. companies shall file amendments to the articles of association within 5 days after the amendment resolution has been made. Where filed amendments update the EU template referred to in Article 8, the **relevant national business register shall automatically create a** consolidated version of the articles of association ~~shall be automatically created~~. Where amendments to articles of association, without using the EU templates referred to in Article 8, are filed, the consolidated articles of association shall also be filed. For amendments within the EU template structure~~ filed through the EU central interface~~**,** the deadlines and cost limit for the fast-track registration laid down in Article 16(2) **and (2a)** shall apply.

4. The documents and information referred to in Article 25(2), including any changes to such documents and information shall be submitted by the competent court or the public authority directly to the business register within the deadlines laid down in Article 15 of Directive (EU) 2017/1132.

5. All filings of documents and information, including other than those referred to in paragraph 1, with the business register shall be fully online and use electronic identification means in accordance with Regulation (EU) No 910/2014 or Business Wallets referred to in [PO: Reference to Proposal for a Regulation of the European Parliament and of the Council on the establishment of European Business Wallets].

Article 28

Once-only principle for company data during the lifecycle of the EU Inc.

1. Where in the context of an administrative or judicial procedure, public authorities need to consult specific information about the EU Inc. which is publicly available through BRIS and in the business register, the EU Inc. shall not be requested to submit such information.

2. Paragraph 1 is without prejudice to the obligation laid down in Union or national law to submit documents to complete procedural requirements**, where this is necessary for public authorities to carry out their enforcement tasks** or exceptionally and on a case-by-case basis, where public authorities have reasonable grounds to suspect abuse or fraud related **to** the EU Inc. company.

3. Member States may establish optional access point for public authorities to have access to BRIS in accordance with Article 22(5) of Directive (EU) 2017/1132.

Article 29

Duty to disclose the identity of companies and branches

1. The EU Inc.'s business related communication, ~~regardless if in~~**whether** digital or ~~paper form~~**paper-based**, shall contain the following information:

   (a) company name;

   (b) EUID;

   (c) address of the EU Inc.'s registered office;

   (d) digital correspondence address of the EU Inc.;

   (e) address of the EU Inc.'s digital presence, for example its website~~.~~**;**

   (ea) the registration number and the name of the national register where the company is registered.

2. The EU Inc.'s digital presence shall indicate at least the information mentioned in the first paragraph.

3. Paragraphs 1 and 2 shall also apply to the business-related communication by a branch of an EU Inc. company registered in another Member State. In addition, that communication shall include the Member State in which the branch is registered as well as the EUID of that branch.

Article 30

EU Company Certificate

1. The business register of registration shall issue a multilingual EU Company Certificate at the request of an EU. Inc. company. The EU Company Certificate shall be accepted in all Member States as sufficient evidence, at the time of its issuance, of the incorporation of the company and of the information contained therein.

2. Business registers shall issue the EU Company Certificate to the EU Inc. in accordance with paragraphs Article 16b (1), (2) and (4) to (7) of Directive (EU) 2017/1132.

3. EU Company Certificate shall be compatible with the European Digital Identity Wallets referred to in Regulation (EU) No 910/2014 and the European Business Wallets referred to in [PO: Reference to Proposal for a Regulation of the European Parliament and of the Council on the establishment of European Business Wallets], where available.

Article 31

Digital EU power of attorney

1. The EU Inc. shall be able to use the digital EU power of attorney to carry out procedures in another Member State in the scope of this Regulation, in particular the ~~formation of companies, the~~ registration or closure of branches, and cross-border conversions, mergers and divisions. **However, they shall not be able to use the digital EU power of attorney for the formation of companies,**

2. EU Inc. company can use a template, which exist in all official languages of the Union, for the digital EU power of attorney to authorise a person to represent the company in accordance with Article 16 (1) to (3) of Directive (EU)2017/1132.

3. The digital EU power of attorney shall be compatible for use with the European Digital Identity Wallets referred to in Regulation (EU) No 910/2014 and the European Business Wallets referred to in [PO: Reference to Proposal for a Regulation of the European Parliament and of the Council on the establishment of European Business Wallets] where available.

Article 32

Exemption from legalisation and any similar formality and related safeguards

1. Where digital copies and extracts of documents and information about an EU Inc., provided and certified as true copies by a business register, including certified translations, and authenticated by means of trust services referred to in Regulation (EU) No 910/2014 or by means of the European Business Wallets referred to in [PO: Reference to Proposal for a Regulation of the European Parliament and of the Council on the establishment of European Business Wallets], where available, are to be presented in another Member State, they shall be exempted from legalisation and any similar formality in accordance with Article 16d (1) of Directive (EU) 2017/1132.

2. Where digital notarial acts, administrative documents, their certified copies and translations issued in a Member State related to an EU Inc. and authenticated by means of trust services as referred to in Regulation (EU) No 910/2014 or by means of the European Business Wallets referred to in [PO: Reference to Proposal for a Regulation of the European Parliament and of the Council on the establishment of European Business Wallets], where available, are to be presented in another Member State, they shall be exempted from all forms of legalisation and any similar formality in accordance with Article 16d (3) of Directive (EU) 2017/1132.

3. Article 16d (3) of Directive (EU) 2017/1132 shall apply mutatis mutandis to the EU Company Certificate referred to in Article 30 and the digital EU power of attorney referred to in Article 31 and to the pre-conversion, pre-merger and pre-division certificates transmitted in accordance with Articles 86n, 127a and 160n of Directive (EU) 2017/1132.

4. Article 16e of Directive (EU) 2017/1132 shall apply mutatis mutandis where authorities of other Member States than the Member State where digital copies and extracts or digital notarial acts were provided, have reasonable doubt as to origin or authenticity, including the identity of the seal or stamp, or have reason to consider that a document has been forged or tampered with.

Article 33

Exemption of translation

1. Translation of copies or extracts of documents related to EU Inc. provided by the business register shall not be required when the specific information needed about EU Inc. can be accessed and consulted:

(a) in the articles of association of an EU Inc.; or

(b) in the EU Company Certificate referred to in Article 30; or

(c) through the system of interconnection of registers and is identifiable through the explanatory labels referred to in Article 18 of Directive (EU) 2017/1132.

2. Without prejudice to paragraph 1, where the articles of association and other documents related to EU Inc. provided by a business register, are to be presented in another Member State, a certified translation can be required **by that Member State's authorities** only when justified by the purpose for which the document is to be used, such as to meet a mandatory public disclosure requirement or to be presented in judicial proceedings, and it is strictly necessary.

3. ~~Where the submission of a~~**Member States may choose whether to accept AI translations as** certified ~~translation is justified in accordance with~~**translations for the purpose of** paragraph 2~~, that requirement shall be deemed fulfilled when the document is translated by a AI translation agent approved by the relevant Member State. These translation agents may be integrated as a functionality in the EU Business Wallet.~~**. To that end:**

~~4.~~**(a)** Member States shall decide which AI translation agents**, if any,** are to be approved for use **in the translation of documents to be used** in their administrative and judicial procedures~~. The Member States shall communicate the list of approved AI translation agents to the Commission and publish it on the EU central interface. The Member States shall update the list where relevant without undue delay.~~**;**

(b) Member States shall communicate their decision regarding AI translations and, if that decision is positive, the list of approved AI translation agents to the Commission which shall publish it on the EU central interface. Those translation agents may be integrated as a functionality in the EU Business Wallet. The Member States shall communicate any changes in this respect to the Commission without undue delay, whereupon the Commission shall update the list immediately; and

(c) Where the submission of a certified translation is justified in accordance with paragraph 2, that requirement shall be deemed fulfilled when the document is translated by an AI translation agent approved by the receiving Member State as referred to in point (b). However, national law may provide that any party to administrative or judicial proceedings may challenge, based on substantiated reasons, the accuracy of any such translation.

~~*Article 34*~~

~~**Central digital register**~~

~~After the establishment of the EU central interface as referred to in Article 15, the Commission shall develop it further towards a central digital register for EU Inc. companies. For that purpose, the Commission shall be empowered to adopt implementing acts by [PO: 18 months from the date of application of this Regulation] in accordance with the examination procedure referred to in Article 107 to lay down technical specifications of the central register and to provide for optional guided forms and models for EU Inc. companies.~~

Article 35

Provisions related to BRIS

1. Documents and information referred to in Article 25 and 40 shall be available and searchable through BRIS in all the official languages of the Union in accordance with Article 18(3) of Directive (EU) 2017/1132.

2. The Commission and Member States shall ensure that the exchanges of information and availability of digital copies of documents and information through BRIS under Directive (EU) 2017/1132 apply to EU Inc. companies, unless this regulation provides specific rules. The Commission shall amend the Implementing Regulation 2021/1042 to extend its application to EU Inc companies.

3. The Commission shall, by means of an implementing act, by [PO: the last day of the 9^{th} month after the date of entry into force of this Regulation], provide for the following:

   (a) establish the multilingual EU templates, including the technical specifications and detailed list of data, as referred to in Article 8;

   (b) establish the multilingual application forms as referred to in Article 13 and Article 38, the automatic verification referred to in Article 13(7), including the technical specifications and the detailed list of data;

   (c) the detailed list of data to be transmitted for the purpose of exchanging information between registers and the availability of documents and information through BRIS, as referred to in Articles 15(3), 19(3), 26, 38(4) and 40;

(d) the technical specifications on the compatibility between the EU Company Certificate and the EU power of attorney as referred to in Articles 30 and 31, with the Business Wallets referred to in [PO: Reference to Proposal for a Regulation of the European Parliament and of the Council on the establishment of European Business Wallets].

3a. The Commission may, be means of implementing acts, establish optional templates, guided forms and models for EU Inc. companies in addition to those referred to in paragraph 3, point (a). Those implementing acts shall be adopted in accordance with the examination procedure referred to in Article 107.

CHAPTER IV

~~Cross-border branches~~CROSS-BORDER BRANCHES AND MOBILITY

Section 1

Cross-border branches

Article 36

General principles

1. An EU Inc. that is registered in a Member State may open a branch in another Member State.

2. Each branch of an EU Inc. company shall be registered with the business register of the Member State in which that branch is to be opened.

Article 37

Branch registration

1. An EU Inc. ~~may~~**shall apply to** register a branch in another Member State ~~through the EU central interface by using the~~**by filing the harmonised** application form referred to in Article 38 ~~and within the deadlines and cost ceiling in accordance with Article 16(2).~~**either:**

   (a) through the EU central interface, or

   (b) fully online with the national business register of the other Member State.

   Within 48 hours from the submission of the form excluding weekends and public holidays, the national business register and competent authorities shall carry out preventive controls and checks and accept, reject or extend the timeline in accordance with Article 14(2a) (*mutatis mutandis*). The cost ceiling laid down by Article 16(4) shall apply.

2. ~~An EU Inc. may register a~~**For the purposes of registration of the** branch ~~in another Member State fully online with the national business register of that Member State, using the application form referred to in Article 38, in accordance with Article 28a (6) of Directive (EU) 2017/1132.~~**, the preventive controls and checks shall verify:**

   (a) that the name of the EU Inc. branch complies with the requirements of this Regulation;

   (b) the identity of the director or directors in accordance with Article 38(2);

   (c) that the information contained in the harmonised application form referred to in Article 38 is accurate.

3. The exchange of information about the registered branch between the business register of the branch and the business register of the EU Inc. shall be carried out in accordance with Article 28a (7) of Directive (EU) 2017/1132.

Article 38

Branch application form

1. ~~An~~**A harmonised** application form shall be used for ~~the registration of~~**all applications to register** a branch of an EU Inc. in another Member State ~~through the EU central interface and with the national business register~~. It shall be digital, machine readable and shall collect information as structured data.

2. The application form shall be electronically signed by ~~a~~**the** director **or directors authorised to do so in accordance with Article 43(2)** of the EU Inc. identified through electronic identification means in accordance with Regulation (EU) 910/2014 or Business Wallets referred to in [PO: Reference to Proposal for a Regulation of the European Parliament and of the Council on the establishment of European Business Wallets].

3. The application form shall include the information referred to of Article ~~40 (2)~~**40(2),** point ~~(b)~~**(a)** as well as specific information needed for:

   (a) issuing the tax identification number, TIN for the branch;

   (b) issuing the VAT identification number for the branch.

   (c) The business register registering the branch shall automatically retrieve from BRIS and on the basis of the EUID the information about the EU Inc. referred to in point Article ~~40 (2)~~**40(2),** point ~~(a)~~**(b)**.

4. The EU Inc. registering the branch shall not be required to provide any information and documents relevant for the branch registration procedure that are available in BRIS.

Article 39

Once-only submission of branch and company data to authorities

1. Following the registration of a branch of an EU Inc., with the business register, that business register shall immediately exchange in digital form the information about the EU Inc., and the branch ~~submitted as part of the application form, as well as other relevant information available in that business register and through BRIS~~, including the EUID allocated to the branch, ~~to~~**as well as the specific data for the purposes of obtaining the tax identification number (TIN) and the VAT identification number received as part of the application form with** the public authorities in charge of issuing the TIN and the VAT identification number ~~and the beneficial ownership register~~**in the Member State of registration of the branch**. That business register shall also exchange in digital form the information about the EU Inc. and the branch with the social security authorities.

2. The EU Inc. and its branch shall not be required to provide any information ~~available in the business register of the branch, available through BRIS or included in the application form~~**referred to in paragraph 1**, to the public authorities ~~and the beneficial ownership register~~ referred to in paragraph 1.

3. The cross-border branch of the EU Inc. shall obtain the TIN and the VAT identification number from the authorities in charge of issuing them ~~electronically~~**digitally** and without delay. Neither the EU Inc. nor its branch shall be required to submit a separate application to those public authorities or to provide **them with** additional information unless it cannot be retrieved elsewhere and is strictly necessary for the purposes of issuing VAT identification number.

4. The business register ~~referred to in paragraph 1~~ shall transmit **to** the public authorities referred to in paragraph 1, automatically and digitally, any changes to the information about ~~an~~**the** EU Inc. **or its branch** that those public authorities have received in accordance with paragraph 1.

Article 40

Availability of documents and information regarding branches

1. Information and documents about a branch registered by an EU Inc. which is governed by the law of another Member State shall be publicly available in the business register of the branch in accordance with Article 16 (3) to (6) of Directive (EU) 2017/1132 and through BRIS.

2. The compulsory disclosure shall cover the following information only:

(a) about the branch:

i. the name of the branch;

ii. the address of the branch **composed of the street name, street number, postal code and Member State where it is registered**;

iii. the activities of the branch;

iv. the appointment and information about the persons who are authorised to represent the company in dealings with third parties and in legal proceedings as permanent representatives of the company for the activities of the branch, with an indication of the extent of their powers;

(iva) the closure of the branch;

(b) about the EU Inc.:

i. the business register of the EU Inc.;

ii. the name of the EU Inc.;

iii. the legal form of the EU Inc.;

iv. the registered office of the EU Inc.;

v. the registration number of the EU Inc.;

vi. the EUID of the EU Inc.;

vii. the appointment and information about the persons who are authorised to represent the company in dealings with third parties and in legal proceedings as a company organ constituted pursuant to law or as members of any such organ, in accordance with the disclosure by the company as provided for in Article 25;

viii. the winding-up of the EU Inc., the appointment of liquidators, information concerning them and their powers and the termination of the liquidation in accordance with disclosure by the EU Inc. as provided for in Article 25;

ix. insolvency proceedings, arrangements, compositions, or any analogous proceedings to which the EU Inc. is subject;

~~x. the closure of the branch.~~

3. The automatic exchange of information between the business register where the company is registered and the register of the branch under Article 30a of Directive (EU) 2017/1132 shall apply to the changes of information about the EU Inc.

4. The automatic exchanges of information between the business register where the company is registered and the register of the branch under Articles 20, 28c and 34 of Directive (EU) 2017/1132 shall apply mutatis mutandis to EU Inc. companies and their cross-border branches.

SECTION 2
CROSS-BORDER MOBILITY

Article 41

Cross-border ~~mobility~~ conversions, divisions and mergers

An EU Inc. shall carry out cross-border conversions, divisions and mergers in accordance with Chapters **-**I, II and IV of Directive (EU) 2017/1132.***[note to DQL: the reference to Chapter -I (i.e. arts 86a-86t) is deliberate here and throughout. Do not change to 'Chapters I…'.].***

CHAPTER V

ORGANISATION

Article 42

Company bodies

1. The articles of association shall lay down the rules concerning the organisation of the EU Inc. company and the conditions under which it is managed.

2. The company shall have a board of directors, which shall be responsible for the management of the company. The board of directors shall consist of one or more natural persons (directors). At least one of the directors shall be resident in the Union.

3. The board of directors may exercise all the powers of the company that are not required, by the applicable rules in accordance with Article 4, to be exercised by the general meeting or by another ~~statutory~~**company** body.

4. The general meeting shall have the power to appoint and dismiss directors at any time and to approve the annual accounts and to exercise other matters specified in this Regulation and in the articles of association. The general meeting may give instructions to the board of directors. Those instructions shall be binding on the board of directors, unless they are contrary to the applicable rules in accordance with Article 4.

Article 42a

Supervisory body

1. The articles of association may provide for the establishment of a supervisory board as an additional company body of the EU Inc. Where established, the existence and composition of the supervisory board shall be made publicly available in the business register in accordance with Article 25.

2. Where a supervisory board is established, it shall supervise the management of the EU Inc. by the board of directors. It shall not participate in the management or represent the company.

3. **In exercising their functions, members of the supervisory board shall be subject to the duties and liability set out in Article 44(1) to (4). The nature of those duties shall be interpreted taking into account the supervisory nature of their tasks. Article 45 shall also apply *mutatis mutandis* to the members of the supervisory board.**

No person may at the same time be a member of the supervisory board and a member of the board of directors, or a person authorised to represent the EU Inc. company. Any appointment of such persons to the supervisory board shall be null and void.

4. **The supervisory board shall act independently. It shall have the right to request information and examine documents and records at any time regarding all aspects of the company's business, in order to verify whether the company's activities are carried out in compliance with the applicable law and the articles of association.**

5. **The supervisory board shall review the financial statements, as well as any proposal for the distributions. It shall verify that the balance sheet test and solvency test referred to in Article 72(3) have been conducted with due diligence.**

Article 43

Representation of the company

1. The EU Inc. company shall be represented by its directors. If the EU Inc. company has several directors, they shall represent the company jointly~~ and shall be referred to as 'co-directors'~~.

2. The articles of association may provide, or the general meeting may decide, that, where the company has several directors, all or certain directors represent the company individually **or jointly with other directors**. Such~~ limitation of the power of~~ representation may only be relied upon against third parties where it is made publicly available in accordance with Articles 25 and ~~27~~**26**.

2a. **Declarations, documents, or notifications addressed to the EU Inc. company may be validly served upon any director. Service made to any director shall be deemed effective against the company, regardless of whether the articles of association or the general meeting provide for joint or individual representation in accordance with paragraphs 1 and 2.**

3. ~~Other~~**Any** limitations on the powers of representation of the directors arising from the articles of association or from a decision ~~of a statutory~~**by the general meeting or by another company** body may not be relied upon against third parties.

4. The EU Inc. company shall be bound by the acts performed by its directors, even where those acts are beyond the scope of its object.

~~5. The directors may delegate any of their powers to individuals who, in exercising the delegated powers, shall adhere to any legal obligations imposed on directors.~~

Article 44

Directors' duties

1. Without prejudice to further obligations that may apply in specific situations, a director shall have the duty to always act:

   (a) in accordance with the company's articles of association;

   (b) in good faith and in the best interests of the company;

   (c) with reasonable care, skill and diligence.

2. A director shall be liable to the company for any act or omission in breach of a duty deriving from this Regulation, the articles of association or a resolution of the general meeting which causes loss or damage to the company.

3. A director shall not be liable to the company:

   (a) for any damage or loss incurred by the company resulting from a business decision provided that he or she acted in good faith, exercised the care that a reasonably prudent person would use, and had the reasonable belief that he was acting in the best interests of the company;

   (b) for any damage or loss incurred by the company resulting from an action taken based on a lawful resolution of the general meeting.

4. The liability of directors shall be further governed by the applicable national law.

Article 45

Directors´ conflicts of interest

1. ~~Unless otherwise provided in the articles of association,~~ A director shall inform the board of directors or, in the event of a sole director that is not at the same time the only shareholder, the general meeting **or a supervisory board, if so provided in the articles of association**, of any matter that may involve a conflict of interest between the director's own interest and the company's interest.

2. A director shall refrain from taking part in a decision relative to a matter in which he or she has a conflict of interest, unless the general meeting or the **supervisory board, if so provided in the articles of association, or the** articles of association have authorised the director to take part in such decision. **Where the director is so authorised, the board of directors must adequately state the reasons for such a decision, including the interest of the company.**

Article 46

Related party transactions

-1. When the EU Inc. company is negotiating a transaction with a director or a shareholder of the company, the director or shareholder concerned shall disclose the draft to the board of directors before signing. This requirement shall not apply to transactions entered into in the ordinary course of business and concluded on normal market terms.

1. The articles of association may **further provide for, *inter alia*, the following**:

   (a) ~~require~~**requirements** that certain or all transactions between the EU Inc. **company** and all or certain directors, shareholders or related parties are approved by or brought to the attention of the board of directors, the general meeting or of the directors or shareholders not involved in those transactions;

   (b) ~~specify~~**specification of** related party transactions that, due to their purpose, price or any other feature of the transaction, are deemed to conflict with the EU Inc. company's best interests and shall not be concluded.

2. When a transaction is concluded with a director or a shareholder in breach **of paragraph -1 or** of the relevant provisions of the articles of association adopted pursuant to paragraph 1, that director or shareholder concerned shall be liable for any damage caused to the EU Inc. company as a result of that transaction.

3. In case an EU Inc. **company** is a single-member company, contracts between the ~~sole member~~**single shareholder** and the company as represented by that ~~sole member~~**single shareholder** shall be drawn up in writing, except for contracts related to current operations concluded under normal conditions.

3a. The board of directors shall make an annual statement listing all related party transactions entered into or continued during the financial year, and submit it to the shareholders.

Article 47

Meetings and voting by electronic means

1. The general meeting ~~and~~**,** meetings of the board of directors **and meetings of other company bodies** may be held fully online or in hybrid form. Member States shall not impose any requirements or conditions restricting the ability to hold meetings and vote by electronic means.

2. The board of directors shall determine the electronic communication means to be used.

3. In case of online and hybrid general meetings, the **EU Inc.** company shall ensure that shareholders are able to:

   (a) attend and participate in the meeting in real-time;

   (b) exercise their voting rights;

   (c) be identified by electronic means considered valid by the board of directors to ensure the authenticity of the participation.

Article 47a

Convocation of general meetings

1. The general meeting shall be convened by the board of directors.

2. The convocation of the meeting shall be issued to all shareholders no later than on the 14th day before the day of the meeting. The articles of association may provide for a longer period to convene the meeting.

3. The convocation shall be issued by electronic means. The articles of association may provide for the convocation to be issued in a different manner.

4. The convocation shall specify the date, time, the platform for on-line participation and where applicable the venue, as well as the proposed agenda of the general meeting, any proposed resolutions and a summary of each item on the proposed agenda.

5. Every shareholder shall have the right to ask questions related to items on the agenda of the general meeting. The company shall answer such questions, provided that the disclosure of the requested information is not deemed by the board of directors to cause material damage to the company or to be contrary to law.

6. Provided that all shareholders consent thereto, a general meeting may be held without complying with the requirements laid down in paragraphs 1 to 5.

Article 47b

Participation rights, record date and agenda

1. Shareholders who are registered in the digital register of shares no later than the fifth working day preceding the date of the general meeting (record date) shall be entitled to participate in the general meeting, unless the articles of association provide for a later record date. The record date shall be included in the meeting convocation.

2. Shareholders may exercise their rights either in person or by appointing a proxy who, unless otherwise provided for in the articles of association, does not need be a shareholder. The proxy must present a power of attorney certifying that they are authorised to represent the shareholder. The authorisation applies to one meeting, unless the power of attorney states otherwise.

3. The agenda shall be determined by the board of directors. Shareholders holding at least 5% of the shares in the company may request the inclusion of specific items on the agenda and may table draft resolutions for items included or to be included on the agenda of a general meeting. In order to be included in the agenda, such requests must be received by the board of directors at least 5 working days before the general meeting. The articles of association may provide for a lower shareholder threshold or a shorter period than those laid down in this paragraph.

Article 47c

Conduct of the general meeting

1. The conduct of the general meeting shall be governed by the following provisions:

(a) The general meeting shall be chaired by a person designated by the board of directors. In the absence of such designation, the general meeting shall elect its own chair.

(b) Shareholders have the right to ask questions regarding items on the agenda and to propose resolutions. To ensure the orderly and efficient conduct of the proceedings, questions and proposed resolutions shall be submitted to the board of directors in writing at least 2 working days prior to the meeting.

(c) The chair shall ensure that relevant questions are answered, provided they do not prejudice the interests of the company or the confidentiality of its business. The chair may limit the time allocated for interventions or presentations during the meeting to maintain order.

(d) The meeting shall be recorded in minutes, signed by the chair, including attendance, main discussions, and voting results. Instead of written minutes, the company may use a video recording stored in a durable medium and accessible to all shareholders, provided that a written summary of voting results is made available.

2. The articles of association may establish alternative procedural rules, provided that such rules ensure the shareholders' right to participate and vote is effectively exercised.

Article 48

Written resolutions

1. Decisions of shareholders shall be adopted at the general meeting, unless **all shareholders agree or** the articles of association provide that decisions may be adopted without a meeting by means of written resolutions~~ or all shareholders agree in writing to cast votes in writing~~.

2. A written resolution is passed when the required **quorum and** majority of shareholders holding eligible votes has signed it. The majority required shall be the same as that required for a decision adopted at a general meeting.

3. Written resolutions may be adopted by electronic means provided that:

   (a) the text of the proposed resolution is sent or made available digitally to all shareholders **allowing for reasonable time to respond**;

   (b) their consent is expressed in a durable and verifiable manner (including by simple digital exchange); and

   (c) the identity of the persons expressing consent can be reliably established.

4. Written resolutions adopted in accordance with this Article shall have the same legal effect as decisions adopted at a general meeting.

5. In case an EU Inc. **company** is a single-member company, decisions adopted by the ~~sole~~**single** shareholder exercising the powers of the general meeting shall be drawn up in writing.

Article 49

Quorum and majorities

1. The **general meeting shall be duly constituted, and so have a** quorum, **where the** ~~for~~ shareholders~~' decisions shall be constituted by the holders of a simple majority of~~ **holding more than half of the total voting rights attached to** the shares ~~entitled to vote,~~**of the EU Inc. company are** present or represented at the meeting, unless the articles of association provide ~~otherwise~~**for a different quorum**.

2. Shareholders' decisions shall be adopted by a simple majority **of the votes cast**, unless the articles of association provide otherwise.

3. Amendments to the articles of association shall be adopted by a qualified majority of **at least** two-thirds of the votes cast **at the general meeting**, unless the articles of association provide ~~otherwise~~**for a higher majority**. In case an amendment increases the financial commitments or liability of a shareholder, such an amendment shall also require the express consent of that shareholder.

3a. By way of derogation from paragraph 3, special voting thresholds apply or may apply pursuant to Article 52a(2) and (4).

3b. In the specific cases laid down in Articles 67(9), 71(4), 75(6) and 77(4), the board of directors may amend the articles of association in accordance with a prior authorisation of the general meeting.

~~*Article 50*~~

~~**Amendment of the articles of association**~~

~~1. The articles of association of the EU Inc. may be amended by a decision of the general meeting adopted in accordance with Article 49(3).~~

~~2.~~ ~~The board of directors may make editorial changes of non-substantive nature to the articles of association without a decision of the general meeting.~~

Article 51

Protection of class rights

1. Where a decision of the general meeting ~~or of the board of directors~~ would modify or alter the specific rights, preferences, or privileges attached to a class of shares, such decision shall not take effect without the approval of the holders of that class.

2. Unless otherwise provided in the articles of association, the following events shall amongst other be deemed to modify or alter the rights of a class:

   (a) reducing the nominal value (if any) or the dividend rights of that class;

   (b) altering the order of priority for distribution of profits or liquidation proceeds;

   (c) creating a new class of shares having rights superior to the rights attached to an existing class.

3. Unless the articles of association provide ~~otherwise~~**for a higher majority**, the approval referred to in paragraph 1 shall require the qualified majority of two-thirds of the votes cast within the impacted class of shares.

Article 52

Withdrawal of a shareholder

1. ~~Upon application by~~**In the event that the company's affairs or the powers of its directors are being or have been conducted in a manner that unjustly harms or excludes** a shareholder ~~of an EU Inc. company,~~**, the shareholder may seek relief from** the competent court ~~shall order~~**, including requiring** the EU Inc. and the other shareholders to acquire that shareholder's shares ~~if it finds that the company's affairs are being or have been conducted in a manner oppressive to him or her~~.

~~2.~~ ~~The application referred to in paragraph 1 shall be filed against the EU Inc. company and all other shareholders.~~

3. Where the competent court finds in favour of the applicant, the EU Inc. company shall, on the account of the other shareholders and in proportion to the number of shares they hold, purchase the shares held by the applicant at a price corresponding to the fair value determined by the court on the date of service of the application referred to in paragraph 1. The court shall also specify the period within which the share price is to be paid to the outgoing shareholder, together with interests accrued from the date of service of the application.

4. The EU Inc. and the other shareholders are jointly and severally liable for the payment of the share price referred to in paragraph 3.

Article 52a

Expulsion of a shareholder

1. The articles of association of the EU Inc. may provide for the conditions and procedures under which a shareholder may be obliged to transfer their shares to the company and be excluded from it.

2. Where the articles of association provide for the exclusion of a shareholder, such exclusion shall require a decision of the general meeting adopted with the majority referred to in Article 49(3), unless the articles of association provide for a higher majority requirement. The articles of association may specify that the shareholder subject to the exclusion procedure shall not be entitled to participate in the vote.

3. In the event of exclusion, the price of the shares shall be determined by mutual agreement between the company and the excluded shareholder. Failing agreement within thirty (30) calendar days from the decision referred to under paragraph 2, the price of the shares shall be determined based on a valuation that shall be carried out by an independent expert appointed either by agreement between the parties or, failing such agreement, by the competent authority or court of the Member State of registration. Article 74(3) and (4) shall apply.

4. The adoption or amendment of any provision in the articles of association introducing an exclusion clause shall require the unanimous consent of all shareholders of the EU Inc.

CHAPTER VI

DIGITAL REGISTER, SHARES AND SHARE TRANSFERS

Article 53

Registered shares

1. The shares of the EU Inc. shall be dematerialised and recorded into a digital register of shares. The registration of shares into the digital register of shares shall have constitutive effect and evidence the ownership of the shares.

2. The articles of association may provide that shares are issued, recorded and transferred using distributed ledger technology or other digital solutions.

3. The EU Inc. company shall not have bearer shares.

Article 54

Digital register of shares

1. Every EU Inc. shall**, once registered,** create~~ upon registration~~ and maintain an up-to-date digital register of shares~~, ensuring~~**. It shall ensure** the integrity and security of the register, which shall contain at least the following information:

   (a) the identity**, physical address and email**~~ and~~ address of all the shareholders;

   (b) the identifier assigned for each share;

   (c) if shares have a nominal value, their nominal value;

   (d) the date of subscription of each share;

   (e) if applicable, that the share is redeemable;

   (f) the amount of each consideration in cash, if any, paid or to be paid, by the shareholder concerned;

   (g) the value and nature of each consideration in kind, if any, provided or to be provided by the shareholder concerned;

(h) the date of acquisition of transferred shares;

(i) the sequence number assigned to each share transfer;

(j) where there are multiple classes of shares, the class of each share;

(k) where a share is owned by more than one shareholder, identity and address of a common representative;

(l) ~~if any, the~~ information about encumbrances, pledges, or restrictions on the shares and the name of their beneficiaries.

1a. The EU Inc. may entrust the creation and maintenance of the digital register of shares referred to in paragraph 1 to a third-party service provider. The EU Inc and its directors shall retain sole responsibility for fulfilment of the obligations laid down in this Chapter and shall remain liable for any breach thereof.

2. The digital register of shares shall be accessible to any shareholder**, and to** ~~and~~ any other interested party with a legitimate interest, in accordance with Regulation (EU) 2016/679. **No fee may be charged for that access.**

3. At the request of a shareholder and after each transfer of shares, the EU Inc. company shall deliver, without undue delay, a digital share certificate to the new shareholder. The digital share certificate shall ~~confirm~~**evidence** the entitlement of that person to the status of a shareholder.

4. The digital share certificate shall contain the following elements:

(a) an excerpt from the digital share register regarding all the information specified in paragraph 1 concerning the ownership of the shareholder requesting the certificate,

(b) the main legal information concerning the EU Inc., including at least its registered office, its EUID and the total number of its shares,

(c) a digital timestamp providing a certain date for the entry in the register,

(d) a statement regarding any recorded encumbrances, pledges, or restrictions on the shares.

Member States shall not impose any additional requirements concerning the minimum content or form of the digital share certificate.

5. The digital share certificate shall be dated using a qualified electronic time stamp, and sealed using a qualified electronic seal or signed using qualified electronic signature by the company or a member of the board of directors, or a person authorised by the board of directors, in accordance with Regulation (EU) No 910/2014 or Business Wallets referred to in [PO: Reference to Proposal for a Regulation of the European Parliament and of the Council on the establishment of European Business Wallets].

The digital share certificate may be compatible with the European Digital Identity Wallet ~~[PO: Reference to Proposal for a Regulation of the European Parliament and of the Council on the establishment of European Business Wallets]~~.

Article 55

Equality of shares and classes of shares

1. All shares in the EU Inc. company shall carry equal rights and obligations unless otherwise provided in accordance with paragraph 2. Shareholders in the same position shall be afforded equal treatment by the EU Inc. company.

2. The articles of association may provide for multiple classes of shares with non-identical rights and obligations attached to them. Shares carrying the same rights and obligations shall constitute one class.

3. The rights and obligations referred to under the first subparagraph may amongst other include preferences in the distribution of profits or liquidation proceeds, veto rights, multiple voting rights, the exclusion of voting rights, other specific governance rights for certain classes of shares, and obligations or rights related to the transfer of shares.

Article 56

Exercise of shareholder rights

1. Shareholder rights related to a share shall take effect upon entry of the information listed in Article 54(1) into the digital register of shares.

2. If several persons hold a share jointly, they shall appoint a common representative to exercise shareholder rights in the company. The co-holders of a share continue to be jointly and severally liable for the commitments attached to this share.

3. The EU Inc. company shall provide shareholders with sufficient information regarding the items on the agenda of the general meeting prior to that meeting.

3a. Shareholders holding at least one-tenth (1/10) of the number of shares may at any time request the convocation of a general meeting. The articles of association may grant the right to request the convocation of a general meeting to individual shareholders or to shareholders holding less than one-tenth of the number of shares.

4. Every shareholder shall have the right to ask questions related to items on the agenda of the general meeting. The company shall answer such questions, provided that the disclosure of the requested information is not deemed by the board of directors to cause material damage to the company or to be contrary to law.

5. The articles of association may provide that certain or all shareholders shall be entitled to examine the financial books of the company at their request.

6. Shareholders holding at least one-tenth (1/10) of the number of shares may at any time request the competent court or administrative authority to appoint an independent expert to carry out an investigation on suspicions of a material breach of law or of the articles of association by the company. The request shall state the specific grounds for suspicion and the purpose of the investigation.

   The articles of association may grant the right set out in subparagraph 1 to individual shareholders or to shareholders holding less than one-tenth of the number of shares.

7. The competent court or administrative authority shall determine the scope of the investigation referred to in paragraph 6. The expert shall be allowed access to the company's documents and records by the company and to require information from the board of directors for the purpose of the investigation. The expert shall submit a report on the result of the investigation which shall be made available to all shareholders. The report shall not include trade secrets or sensitive commercial information.

8. The remuneration of the independent expert referred to in paragraph 6 shall be paid by the company. The articles of association may provide that shareholders requesting an investigation shall reimburse the company for the remuneration where the report does not establish any material breach of law or of the articles of association.

Article 57

Voting rights

1. One share shall always carry one vote unless otherwise provided in the articles of association.

2. A shareholder may not vote differently on **the same item in a general meeting agenda using** different shares, unless otherwise provided in the articles of association.

3. The articles of association may provide that a share carries no voting rights or that a share does not carry a vote in certain matters dealt with by the general meeting.

4. In a matter where a share does not carry a vote as referred to in paragraph 3, that share shall not be taken into account when calculating the quorum and majority required for a decision of the general meeting.

Article 58

Transfer of shares

1. Shares in the EU Inc. shall be freely transferable unless otherwise provided by the articles of association.

2. The transferee and the transferor shall be jointly liable to the company for any consideration for shares that is still outstanding at the time of transfer.

Article 59

Digital procedure for the transfer of shares

1. The transfer of shares and the registration of a transfer of shares in the digital register of shares ~~may~~**shall** be concluded fully online **in accordance with this Article**. **Member States shall not impose any requirement or condition restricting the ability to conclude such transfers or registrations of transfers fully online.**

2. ~~Member States shall not impose any requirements or conditions restricting the ability to conclude the transfer of shares and the registration of a transfer of shares fully online.~~

3. The transfer of shares ~~shall be deemed to be valid through an agreement sealed using a qualified electronic seal or signed using qualified electronic signature within the meaning of Regulation (EU) No 910/2014, including through the European Business Wallets as referred to in [PO~~**may be concluded either**:~~ Reference to Proposal for a Regulation of the European Parliament and of the Council on the establishment of European Business Wallets].~~

   (a) through an agreement sealed using a qualified electronic seal or signed using qualified electronic signature within the meaning of Regulation (EU) No 910/2014, including through the European Business Wallets as referred to in [PO: Reference to Proposal for a Regulation of the European Parliament and of the Council on the establishment of European Business Wallets]; or

   ~~4.~~**(b)** where a party is unable to provide a qualified electronic seal or a qualified electronic signature referred to in ~~sub-paragraph 1~~**point (a)**,~~ the transfer may be concluded~~ via an advanced electronic signature or advanced electronic seal within the meaning of Regulation (EU) No 910/2014, provided **that** it is accompanied by evidence of identity verified through a qualified trust service provider within the meaning of Regulation (EU) No 910/2014.

5. Member States shall not impose any additional formalities, including a requirement for a notarial deed, for the transfer to be legally valid **or to be registered**.

6. The transfer of shares shall only become effective once it has been ~~recorded~~**registered** in the digital register of shares. ~~Both parties to the share transfer~~**That registration** shall ~~notify the share transfer to the EU Inc. company in writing through digital means and~~

~~submit the signed agreement along with the information specified in Article 54(1).~~**follow the following procedure:**

(a) Both parties to the share transfer shall notify the share transfer to the EU Inc. company in writing through digital means and submit the signed agreement along with the information specified in Article 54(1);

~~7.~~**(b)** Upon receipt of a complete notification of a share transfer **as referred to in point (a)**, the EU Inc. company shall review the documentation to verify the legal title of the transferor to transfer the share and compliance with the company's articles of association~~.~~**;**

~~8.~~**(c)** ~~The EU Inc. company shall register the transfer in its digital register of shares or inform the parties to the agreement on the grounds for refusing the registration~~ Within three working days of receiving the complete notification under ~~paragraph 4~~**point (a), the EU Inc. company shall either:**

(i) register the transfer in its digital register of shares and issue a digital share certificate to the new shareholder, if the transferor had legal title and the transfer complied with the company's articles of association; or

(ii) inform the parties to the agreement of the grounds for refusing the registration, if the transfer lacked legal title or the transfer violated the company's articles of association.

~~9. The EU Inc. company shall issue a digital share certificate to the new shareholder immediately upon registering the transfer in the digital register of shares.~~

10. Any rectification of the data recorded in a digital register of shares in cases of manifest errors, technical errors, fraud, or where the company fails to record a validly executed transfer shall be carried out in accordance with national law.

Article 60

Access to public markets for shares

1. Member States shall not prohibit an EU Inc. company from seeking admission to trading of its shares on a multilateral trading facility, provided that the company complies with the applicable requirements under Union and national laws.

2. An EU Inc. company may seek admission to trading of its shares on a regulated market where Member States provide for that possibility in their national legislation and subject to compliance with the applicable requirements under Union and national laws.

2a. Where the applicable requirements under Union and national laws referred to in paragraphs 1 and 2 conflict with a provision of this Regulation, those applicable requirements shall prevail. In particular, Articles 53-54, 56(1) and 58-59 shall not apply where those applicable requirements require use of a central securities depository or institutional intermediary. However, those applicable requirements may not require the EU Inc. to change into another legal form.

CHAPTER VII
FINANCING

Article 61

Non-par value of shares

1. Unless otherwise provided in the articles of association, the shares of the EU Inc. company shall have no nominal value and shall not represent a fraction of the company's capital (non-par value shares).

2. Where the articles of association provide for a nominal value of shares (par value shares), the nominal value shall represent the fractional value of the company's capital. All shares in the company shall have the same nominal value.

3. An EU Inc. company ~~shall~~**may** not have both ~~shares with and without a nominal~~**par value and non-par** value **shares**.

Article 62

Amount of capital

1. The company is not required to have a minimum amount of capital nor is it required to build up capital or legal reserves over time.

2. The capital of the company shall be expressed in euro or, in Member States in which the official currency is not the euro, the official currency of the Member State of registration.

3. Where the company issues shares with a nominal value, the contribution to capital for each share shall be equal to its nominal value. The capital shall be fully subscribed.

Article 63

Maintenance of equity

1. The assets of the company required to maintain the capital shall not be distributed to the shareholders, unless the capital is reduced in accordance with Art. 77.

2. Any consideration or part of a consideration for shares that is not contributed to capital shall not be subject to the restriction under paragraph 1 and shall be freely distributable in accordance with Article 72, unless otherwise provided in the articles of associations or a decision to issue new shares.

Article 64

Consideration for shares

1. Shareholders shall provide the agreed consideration for shares in accordance with the articles of association or the decision to issue new shares.

2. The consideration for shares may take the form of any transfer of economic value, including cash payments and payments in kind in accordance with the requirements laid down in Article 65.

3. Shares may be issued against consideration to be contributed to capital or consideration not to be contributed to capital, or a combination of both.

4. Any part of the consideration that is to be contributed to capital shall be fully provided upon issue of the shares.

5. For any part of the consideration that is not a contribution to capital, the articles of association or the decision to issue new shares may provide that the consideration has to be provided within a specified time period or upon request by the company. In any case, the consideration shall be provided in full at the latest five years from the date of the issuance of the shares.

Article 65

Requirements for in-kind considerations

1. Considerations in kind may be contributed to capital, unless they take the form of an undertaking to perform work or supply services.

2. All in-kind considerations for shares shall have a determinable value. The value of in-kind considerations for the first shares shall be specified in the articles of association. Where new shares are issued against a consideration in kind, the value of the consideration shall be specified in the decision on the issuance of the shares.

3. A report by one or more independent experts appointed or approved by an administrative or judicial authority shall be drawn up before the issuance of shares against a consideration in kind.

4. The experts' report referred to in paragraph 3 shall contain at least a description of each of the assets comprising the consideration as well as of the methods of valuation used and shall state whether the values determined by the application of those methods correspond at least to the value specified in accordance with paragraph 2. The report shall be filed and made publicly available in the business register.

5. The articles of association or a decision of the general meeting adopted with the same majority as required for amendments to the articles of association may waive the requirement for the experts' report referred to in paragraph 3 for in-kind considerations or parts thereof that are not to be contributed to capital. A decision to waive the experts' report shall be filed and made publicly available in the business register.

6. Where an in-kind consideration has been significantly overvalued in relation to its fair value on the date on which the shares were subscribed, the shareholder who has provided such consideration shall compensate the company for the shortfall.

Article 66

Issuance of first shares

1. The subscriptions for the first shares shall be declared in the articles of association.

2. The first shares shall be registered in the digital register of shares at the time of its creation.

Article 67

Issuance of new shares

1. The general meeting shall decide on the issuance of new shares. **The decision shall authorise the amendment of the articles of association in accordance with paragraph 9, and shall accordingly require the majority set out in Article 49(3).**

2. **By way of derogation from paragraph 1,** the articles of association may authorise the board of directors or another company body to decide on the issuance of new shares up to a specified maximum number of shares. The authorisation **shall also authorise the updating of the articles of association in accordance with paragraph 9. The authorisation** may empower the board of directors or another company body to restrict or exclude pre-emption rights on new shares issued against cash consideration.

3. The decision on the issuance of new shares **referred to in paragraphs 1 and 2** shall set out the number of shares to be issued, the consideration for a share and ~~if~~**whether** any part of the consideration is to be contributed to capital.

4. Subscriptions for new shares may be concluded fully online. Member States shall not impose any requirements or conditions restricting the ability to conclude subscriptions for new shares fully online, including requirements for subscribers of shares to apply for a tax identification number in person.

5. A subscription shall be deemed to be valid through an agreement between the company and the subscriber sealed using a qualified electronic seal or signed using qualified electronic signature within the meaning of Regulation (EU) No 910/2014.

6. Where the subscriber is unable to provide a qualified electronic seal or a qualified electronic signature referred to in subparagraph 1, the agreement may be concluded via an advanced electronic signature or advanced electronic seal within the meaning of Regulation (EU) No 910/2014, provided it is accompanied by evidence of identity verified through a qualified trust service provider within the meaning of Regulation (EU) No 910/2014.

Member States shall not impose any additional formalities, including a requirement for a notarial deed, for the subscription to be legally valid.

7. A subscription for new shares shall indicate the subscriber, the share issue decision on which the subscription is based, the shares that are being subscribed for, any consideration to be paid and if any part of the consideration is to be contributed to capital.

8. The board of directors shall register newly subscribed shares without undue delay once any consideration immediately due upon subscription has been fully paid and all terms of subscription have been met.

9. **Once registration is complete,** the board of directors shall update the number of shares and, where a contribution to capital is made, the amount of capital indicated in the articles of association in accordance with Article 27.

Article 68

Instruments entitling to new shares

1. The general meeting shall decide on the issuance of convertible instruments, warrants or other instruments entitling **the holder** to new shares. **The decision shall authorise the amendment of the articles of association in accordance with Article 67(9), and shall accordingly require the qualified majority set out in Article 49(3).**

2. **By way of derogation from paragraph 1,** the articles of association may authorise the board of-directors or another company body to decide ~~on the issuance of~~**to issue convertible instruments, warrants or other** instruments entitling **holders** to new shares up to a specified number of new shares**. The authorisation shall also authorise the updating of the articles of association in accordance with Article 67(9)**. The authorisation may empower the board of directors or other company body to restrict or exclude pre-emption rights on instruments entitling to new shares.

3. The decision on the issuance of instruments entitling **holders** to new shares shall set out the purpose of the issuance, the persons or group of persons to whom the instruments are offered, the number of instruments to be issued, any consideration to be paid for the instruments**,** and the terms for the exchange for or subscription for new shares.

4. **Where a holder seeks to redeem a valid instrument as referred to in this Article,** the board of directors shall decide ~~on the issuance of~~**to issue** new shares for the purpose of satisfying ~~claims arising from instruments entitling to new shares~~**that claim**. The requirements for new shares laid down in Articles 64, 65 and 67(3) to ~~(8)~~**(9)** shall apply for the issuance of those shares. An exchange of claims for new shares by means of a convertible instrument shall be deemed a consideration in cash. Where the company's shares have a nominal value, any difference between the nominal share value and a lower issue price of a convertible instrument may be covered by funds that are determined by the board of directors to be available for distribution in accordance with Article 72.

Article 69

Pre-emptive rights

1. Unless otherwise specified in the articles of association, new shares issued against a consideration in cash or instruments entitling to new shares as referred to in Article 68 shall be offered on a pre-emptive basis to the shareholders in proportion to their shareholding. Shareholders shall have no pre-emptive rights on new shares issued-to satisfy claims arising from instruments entitling to new shares.

2. Shareholders may exercise their pre-emptive right within fourteen (14) days of the offer.

3. When deciding on an issuance of new shares or of instruments entitling to new shares as referred to in Article 68, the general meeting or the board of directors where it is authorised in accordance with Articles 67(2) or 68(2) may modify or exclude the pre-emptive rights for that issuance.

Article 70

Capital increase

1. The capital may be increased in the following ways:

(a) by issuing new shares against consideration in the form of contributions to capital, as provided in Article 64; **or**

(b) by converting reserves to capital (capital increase from reserves)**, as provided for in Article 71**.

2. The capital shall be considered to have been increased once the increase has been made publicly available in the business register.

Article 71

Capital increase from reserves

1. The general meeting shall decide on **the carrying out of** a capital increase from reserves.

2. **By way of derogation from paragraph 1,** the articles of association may authorise the board of directors or another company body to decide ~~on the~~**to carry out a** capital increase from reserves. **That authorisation shall also authorise the updating of the articles of association in accordance with paragraph 4.**

3. ~~The~~**Any** decision ~~on the~~**to carry out a** capital increase from reserves shall indicate the amount of the increase and the reserves to be converted to capital. Reserves earmarked for a specific purpose shall not be converted to capital unless that conversion to capital is compatible with their purpose.

4. The board of directors shall update the amount of capital and, where the shares of the company have a nominal value, the nominal value indicated in the articles of association in accordance with Article 27.

Article 72

Distributions

1. The general meeting shall decide on distributions.

2. The articles of association may authorise the board of directors or another company body to decide on distributions.

3. The decision on a distribution shall only take effect if the board of directors certifies in a statement signed by all directors that, based on the most recent financial statements and after thoroughly examining the company's current and future affairs, it has formed the reasonable opinion that following the distribution,

   (a) the total amount of assets as set out in the most recent balance sheet would remain greater than the total amount of liabilities and capital (balance sheet test), and

   (b) the company will be able to pay its debts as they fall due in the normal course of business in the 12 months following the date of the distribution (solvency test).

3a. The board of directors shall file the decision of the general meeting referred to under paragraph 1 or the decision of the board of directors or another company body referred to under para. 2 as well as the statement referred to under paragraph 3 with the business register in accordance with Article 27.

4. Where the company carries out a distribution in violation of paragraphs 1, 2**, 3 or 3a,**~~ or 3~~ or where the directors signing the statement referred to in paragraph 2 knew or, in view of the circumstances, should have known at the time of the statement that, following the distribution, the total amount of assets of the company would not remain greater than the total amount of liabilities and capital or that the company would no longer be able to pay its debts in the 12 months following the date of-distribution, they shall be jointly and severally liable to the company for all-damages resulting from the distribution.

5. Where a shareholder has received a distribution carried out in violation of paragraphs 1, 2**, 3 or 3a,**~~ or 3~~ or where the shareholder knew or, in view of the circumstances, should have known at the time of the distribution that, following the distribution, the total amount oft assets of the company would not remain greater than the total amount of liabilities and capital or that the company would no longer be able to pay its debts in the 12 months following the date of distribution, the shareholder shall be required to return the distribution to the company to the extent that commitments entered into with creditors so require.

Article 73

Subscription of own shares

1. The shares of a company shall not be subscribed for by the company itself. Shares subscribed for in the company's name in contravention of this paragraph are deemed to be subscribed for by the founders or, in case of an issuance of new shares, by all directors, who shall be jointly and severally liable for the consideration for the shares.

2. If the shares of a company have been subscribed for by a person acting in his or her own name, but on behalf of the company, the person shall be deemed to have subscribed for them for his or her own account.

Article 74

Acquisition of own shares

1. The general meeting shall decide on the acquisition of the company's own shares for consideration or on the acceptance of own shares as security.

2. The articles of association may authorise the board of directors or another company body to decide on the acquisition of own shares for consideration or on the acceptance of own shares as security up to a specified maximum number of shares.

3. The company may not acquire its own shares or accept them as security before the consideration for them has been fully paid.

4. The company shall only acquire its own shares for consideration out of funds that are determined by the board of directors to be available for distribution in accordance with Article 72.

5. The company shall only accept its own shares as security if the amount of the claims to be secured or, where the value of the shares taken as security is lower than the amount of claims to be secured, that value does not exceed the amount of funds available for distribution.

Article 75

Treatment of own shares

1. The company may hold its own shares~~ in treasury~~, transfer them in accordance with Articles 58 and 59 or cancel them.

2. The company shall not have any **of the** rights attached to own shares~~ held in treasury~~.

3. The general meeting ~~decides on the cancellation of~~**may decide to cancel the company's** own shares. **The decision shall authorise the amendment of the articles of association in accordance with paragraph 6, and shall accordingly require the qualified majority set out in Article 49(3).**

4. The articles of association may authorise the board of directors or another company body to decide ~~on the cancellation of~~**to cancel the company's** own shares.

5. Where the company's shares have a nominal value, the amount of the company's capital shall be reduced accordingly by the nominal amount of the shares cancelled.-Upon cancellation of own shares, the company shall transfer an amount in the aggregate nominal value of the cancelled shares to a reserve, which shall be treated as if it were part of the company's capital.

6. Upon cancellation of own shares, the board of directors shall update the number of shares and, where the company's shares have a nominal value, the amount of capital indicated in the articles of association in accordance with Article 27.

Article 76

Redeemable shares

1. The company may issue new shares that can be redeemed against the company (redeemable shares). The shares may be redeemable at the option of the company, of the shareholder, or of both, according to the decision on the issuance of the redeemable shares.

2. Redeemable shares shall be issued in accordance with Article 67. In addition to the elements referred to in Article 67(3) and (6), the decision on the issuance of redeemable shares and the subscription for such shares shall set out the conditions and manner of redemption and the redemption price or the basis for the determination of the redemption price. **It shall also authorise the board of directors to cancel redeemed shares in accordance with paragraph (4).**

3. Redeemable shares shall only be issued as long as the company has non-redeemable shares. Non-redeemable shares ~~shall~~**may** not be ~~turned~~**converted** into redeemable shares after their issuance.

4. Redeemable shares ~~shall only~~**may** be redeemed ~~if they have been fully paid up.~~**as follows:**

   (a) the company or the shareholder, as applicable, may request to redeem a redeemable share once it has been fully paid up;

   (b) the board of directors shall determine whether sufficient funds are available for distribution in accordance with Article 72; and

      (i) if so, the board of directors shall decide upon the redemption, cancel the redeemable share in accordance with Article 75(5) and (6), and pay the redemption price to the shareholder, paid only out of those funds; or

      (ii) if not, shall refuse to redeem the redeemable share.

~~5. Upon redemption, redeemable shares are cancelled and the redemption price becomes payable to the shareholder.~~

~~6. The redemption price shall only be paid out of funds that are determined by the board of directors to be available for distribution in accordance with Article 72.~~

~~7. Redeemed shares shall be cancelled in accordance with Article 75(5) and (6). The board of directors shall be deemed authorised to cancel redeemed shares.~~

Article 77

Capital reduction

1. The general meeting shall decide on **the carrying out of** a capital reduction. **The decision shall authorise the amendment of the articles of association in accordance with paragraph 4, and shall accordingly require the majority set out in Article 49(3).**

2. The decision on ~~the~~ capital reduction shall indicate the purpose, the way in which the reduction is to be carried out**,** and the amount of the reduction.

3. The decision on ~~a~~ capital reduction shall only take effect if the board of directors certifies in a statement signed by all directors that, based on the most recent financial-statements and after thoroughly examining the company's current and future affairs, it has formed the reasonable opinion that following the reduction,

   (a) the total amount of assets as set out in the most recent balance sheet would remain greater than the total amount of liabilities after the capital reduction (balance sheet test), and

   (b) the company will be able to pay its debts as they fall due in the normal course of business in the 12 months following the date of the capital reduction (solvency test).

   The statement of the board of directors on the balance sheet and solvency test shall be accompanied by a report of an independent expert appointed or approved by an administrative or judicial authority, stating that the expert has inquired into the company's state of affairs and is not aware of anything to indicate that the statement is unreasonable.

   The first and second sub-paragraphs ~~1 and 2~~ shall not apply where the capital is reduced for the sole purpose of covering losses that cannot be covered from other equity or for the purpose of increasing the capital at the same time at least by the amount of the reduction. The articles of association may authorise the board of directors or another company body to decide on a capital reduction for these purposes.

4. The board of directors shall update the amount of capital and, if applicable, the nominal value of shares in the articles of association in accordance with Article 27. The capital is ~~considered~~**deemed** to have been reduced once the reduction has been made publicly available in the business register.

5. Where the company carries out a capital reduction in violation of paragraphs 1 to 3 or where the directors signing the statement referred to in paragraph 3 knew or, in view of the circumstances, should have known at the time of the statement that, following-the capital reduction, the total amount of assets of the company would not remain greater than the total amount of liabilities after the capital reduction or that the company would no longer be able to pay its debts in the 12 months following the date of capital reduction, they shall be jointly and severally liable to the company for all damages resulting from the capital reduction.

6. Where a shareholder has received a distribution out of capital carried out in violation of paragraphs 1 to 3 or where the shareholder knew or, in view of the circumstances, should have known at the time of the distribution that, following the distribution,-the total amount of assets of the company would not remain greater than the total amount of liabilities or that the company would no longer be able to pay its debts in the 12 months following the date of distribution, the shareholder shall be required to return the distribution to the company to the extent that commitments entered into-with creditors so require.

CHAPTER VIII
EU EMPLOYEE STOCK OPTION PLAN

Article 78

EU-ESO

1. ~~The company may establish~~ An EU employee stock option plan (EU-ESO) **is a plan** under which ~~it~~**an EU Inc.** issues warrants to eligible persons.

1a. **An EU Inc. may establish an EU-ESO unless that EU Inc.'s net turnover exceeds EUR 450 000 000 and it has more than 1 000 employees.**

The net turnover and employee numbers are determined, at the start of each financial year, based on the preceding financial year and are calculated in accordance with points 1 and 3 to 6 of the Annex to Commission Recommendation 2025/1099 of 21 May 2025.

When an EU Inc. with an existing EU-ESO comes to exceed that threshold, it must cease issuing new warrants under that scheme. This Regulation and the rules of that scheme will continue to apply to any warrants already issued under the scheme.

2. ~~Eligibility for~~**In order to be eligible to receive EU-ESO** warrants~~ issued under the EU-ESO shall be restricted to members~~**, a person must be member** of the board ~~and employees~~**or an employee** of the company ~~and~~**or of** its subsidiaries. ~~Warrants under the EU-ESO shall not be issued to persons who, directly or indirectly, hold shares in the company corresponding to more than 25 per cent of the voting rights or rights in the proceeds of the company or have held such shares in the 24 months preceding the issuance.~~**In addition, they must not:**

(a) **hold, directly or indirectly, shares in the company corresponding to more than 25 per cent of the voting rights or rights in the proceeds of the company; or**

(b) **have held such shares in the 24 months preceding the issuance.**

Warrants under the EU-ESO may not substitute statutory minimum wages or pay levels established by collective agreements.

3. The general meeting shall decide on the establishment of the EU-ESO. The **decision shall require the majority set out in Article 49(3). The** resolution shall **set out** at least~~ set out~~:

(a) the group of eligible persons;

(b) the maximum number of warrants that may be issued under the EU-ESO and the shares to which the holder of a warrant shall be entitled upon exercise of the warrant;

(ba) authorisation for the board of directors to issue warrants and to satisfy claims arising from those warrants, whether by issuing new shares or transferring own shares held by the EU Inc. company;

(bb) the rules for calculating the consideration; and

(c) a mandatory waiting period before which the warrants issued under the EU-ESO shall not be exercised, which shall be at least 24 months from the issuance of a warrant.

The resolution shall also indicate the potential effect of the EU-ESO on the ownership structure of the EU Inc.

4. Warrants issued under the EU-ESO shall ~~be non-transferable and issued for no consideration.~~**operate as follows:**

(a) the board of directors shall issue warrants in accordance with the resolution referred to in paragraph 3;

(b) those warrants shall be non-transferable and issued for no consideration;

(c) the consideration for which they may be exercised shall be fixed at the point of issue;

(d) if and when the eligible person chooses to exercise the warrant, they shall pay the fixed consideration in cash;

(e) the board of directors shall then satisfy the claim, either by:

(i) issuing new shares, which shall be fully paid up; or

(ii) transferring own shares held in treasury.

4a. The EU Inc. company shall provide the persons that are offered warrants issued under the EU-ESO with clear and comprehensible information on the shares issued upon exercise of the warrants, the consideration to be paid for the shares as well as clear, transparent information regarding the financial risks involved.

~~5. The consideration for new shares issued upon exercise of warrants under the EU-ESO shall be paid in cash and shall be fully paid up on issue of the shares.~~

~~6. The board of directors shall be authorised to issue warrants under the EU-ESO and to issue new shares to satisfy claims arising from the warrants. The board of directors may also satisfy claims arising from warrants issued under the EU-ESO by transferring own shares held in treasury.~~

7. Existing shareholders shall have no pre-emptive rights on warrants issued under the EU-ESO and on new shares issued to satisfy claims arising from the warrants.

7a. Warrants issued under an EU-ESO shall lapse thirty days after an eligible person ceases to be a member of the board or an employee of the EU Inc.

Article 79

Taxation of warrants under the EU-ESO

1. The provisions of this Article shall apply to warrants issued by the EU Inc. under the EU-ESO as defined in Article 78.

2. The income derived from the warrant shall be deemed not to have accrued at the time of grant of the warrant, at vesting, nor when the holder of the warrant exercises his/her right for the acquisition of shares. It shall be deemed to arise and thus be subject to taxation only at the time when the shares obtained by exercising the warrant are disposed of.

3. The income described in paragraph 2 shall be equal to the difference between the ~~fair market value~~**disposal price** of the shares ~~at the date of disposal~~ and their acquisition price. It shall be subject to taxation in accordance with national law.

4. Member States shall ensure that the warrants issued under EU-ESO and the resulting underlying shares are subject to a tax treatment that is not less favourable than that applicable to other employee stock options or similar instruments under their national law, provided all legal requirements are met.

CHAPTER IX

NULLITY AND CLOSURE OF SOLVENT EU INC. COMPANIES

*Article ~~81~~**79a***

~~Nullity~~Rules

1. This Chapter lays down harmonised rules regarding:

(a) the substantive criteria, and certain other rules, regarding the nullity of EU Incs (Article 79);

(b) certain digitalisation requirements for all solvent liquidation procedures (Article 82); and

(c) a fast-track liquidation procedure for solvent EU Incs (Articles 83-86).

2. Other matters regarding the closure of EU Incs, such as rules governing insolvency or rules governing liquidation other than those laid down in Articles 82-87, are outside of the scope of this Regulation. They remain subject to applicable national and Union law.

Section 1

Nullity

Article 79b

Nullity

1. The nullity of an EU Inc. company resulting in its liquidation shall be ordered only by a decision of a court of law on the following grounds:

(a) that the EU Inc. company has no valid articles of association in accordance with Articles 7 and 8, including that the articles of association do not state the name or the object of the company, or the subscription for the first shares;

(b) that the ~~activities of the EU Inc. company are unlawful or contrary to public policy~~**rules of preventive control laid down in Article 14 or the requisite legal formalities, where applicable, were not complied with**;

(c) ~~the lack of legal capacity of all the founder members at the time~~**that the objects** of the **EU Inc.** company~~'s formation.~~ **are unlawful or contrary to public policy;**

(d) of the lack of legal capacity of all the founder members at the time of the company's formation.

Apart from the grounds of nullity referred to in this paragraph, an EU Inc. shall not be subject to any cause of non-existence, absolute nullity, relative nullity, or declaration of nullity.

2. A decision of nullity ~~pronounced by a court of law shall~~**as referred to in paragraph 1 may only** be relied on as against third parties once it is made publicly available by the business register in accordance with Article 25. Third parties may challenge the decision within six months of **that** public notice of the court's decision.

3. Nullity shall entail the liquidation of the EU Inc. company.

~~3~~**4**. Nullity shall not of itself affect the validity of any commitments entered into by or with the EU Inc. company, which shall remain enforceable notwithstanding the liquidation.

~~4~~**5**. Relations between the shareholders of the EU Inc. company declared null shall be governed by the law of the Member State of registration.

~~5~~**6**. Shareholders of the EU Inc. company declared null shall remain obliged to provide the consideration **to be** contributed to capital**, where this has not been paid up,** to the extent that commitments entered into with creditors so require.

Section 2

Digitalisation and once-only for all solvent dissolution and liquidation

~~*Article 80*~~

~~**Dissolution**~~

~~1.~~ ~~Where an EU Inc. company is dissolved in view of a solvent liquidation, it shall file the information about dissolution fully online to the business register in the Member State of registration of the EU Inc. company in accordance with Article 27.~~

~~2.~~ ~~Upon receipt of this information, the business register referred to in paragraph 1 shall immediately update the EU Inc. company's status to reflect that it is undergoing liquidation and make this information available in accordance with Article 25.~~

~~*Article 81*~~

~~**Nullity**~~

~~1.~~

~~The nullity of an EU Inc. company resulting in its liquidation shall be ordered only by a decision of a court of law on the following grounds:~~

~~(a)~~ ~~that the EU Inc. company has no valid articles of association in accordance with Articles 7 and 8, including that the articles of association do not state the name or the object of the company, or the subscription for the first shares;~~

~~(b)~~ ~~that the activities of the EU Inc. company are unlawful or contrary to public policy;~~

~~(c)~~ ~~the lack of legal capacity of all the founder members at the time of the company's formation.~~

~~Apart from the grounds of nullity referred to in this paragraph, an EU Inc. shall not be subject to any cause of non-existence, absolute nullity, relative nullity, or declaration of nullity.~~

~~2.~~ ~~A decision of nullity pronounced by a court of law shall be relied on as against third parties once it is made publicly available by the business register in accordance with Article 25. Third parties may challenge the decision within six months of public notice of the court's decision.~~

~~3.~~ ~~Nullity shall not of itself affect the validity of any commitments entered into by or with the EU Inc. company, which shall remain enforceable notwithstanding the liquidation.~~

~~4.~~ ~~Relations between the shareholders of the EU Inc. company declared null shall be governed by the law of the Member State of registration.~~

~~5.~~ ~~Shareholders of the EU Inc. company declared null shall remain obliged to provide the consideration contributed to capital to the extent that commitments entered into with creditors so require.~~

Article 82

Once-only submission of data and digital communication during solvent dissolution and liquidation

1. The filing to ~~the~~ business ~~register~~**registers of information and documents relating to the dissolution and liquidation of a solvent EU Inc.** shall ~~be completed~~**occur** fully online **and** in accordance with ~~Article 27~~**the once-only principle**.

2. ~~The documents and information related to liquidation shall be made available by the business register~~ In accordance with ~~Article 25.~~**paragraph 1:**

   (a) Where an EU Inc. company is dissolved in view of a solvent liquidation, it shall file the information about dissolution fully online to the business register in the Member State of registration of the EU Inc. company in accordance with Article 27;

   (b) Upon receipt of the information referred to in point (a), the relevant business register shall immediately update the EU Inc. company's status to reflect that it is undergoing liquidation and make this information available in accordance with Article 25;

(c) **The dissolved EU Inc. or the liquidator shall file all documents and information relevant to the liquidation, including the information and documents required in accordance with Article 25, to the relevant business register fully online in accordance with Article 27;**

(d) **Upon receipt of the documents and information referred to in point (c), the business register shall:**

~~3.~~**(i)** ~~Following the filing of documents and information related to the solvent liquidation of an EU Inc. company, including the information and documents needed in accordance with Article 25, to the business register where the company is registered, that business register shall,~~ without delay~~,~~ inform the relevant national authorities of that Member State digitally about the change of the status of the EU Inc. company~~.~~**;**

(ii) provide those documents and information digitally, without delay, to any authority of the Member State that requests them; and

(iii) make those documents and information available in accordance with Article 25.

~~4.~~**(e)** An EU Inc. company shall not be required to provide the information referred to in paragraph 1 to another authority of the Member State of registration in the context of its liquidation~~. The business register shall exchange this information digitally, without delay, with those relevant national authorities .~~**; and**

~~5.~~**(f)** Upon the filing referred to in ~~Article 80, its~~**point (a), an EU Inc.'s** creditors shall be entitled to submit their claims to the company or the liquidator fully online. The submission of such claims shall not be subject to national requirements for physical form or notarial authentication.

Section 3

Harmonised fast-track procedure for certain solvent liquidation

Article 83

Fast-track liquidation

1. A solvent EU Inc. company shall benefit from a fast-track liquidation procedure provided that, at the date of the resolution or event triggering its dissolution referred to in Article ~~80~~**82(1), point(a)**, the following conditions are met:

   (a) the EU Inc. has ceased its economic activity;

   (b) the EU Inc. has no assets or all such assets have given rise to distributions to the shareholders in accordance with Article 72 prior to or simultaneously with the filing of the notification of dissolution;

   (c) the EU Inc. has no liabilities;

   (d) the EU Inc. is not subject to any pending administrative or judicial proceedings.

2. In case EU Inc. has liabilities, the condition under point (c) of paragraph 1 is considered to be met when the EU Inc. provides evidence of the consent of all known creditors for launching the fast-track procedure.

3. Directors shall be personally, and where applicable, jointly and severally liable to creditors for any damage resulting from a false or fraudulent declaration of consent under this Article.

4. In the case of a court-ordered dissolution, the court may authorise the fast-track liquidation procedure if it is satisfied that the conditions in paragraph 1 are met, unless the grounds for dissolution involve unlawful activity or public policy concerns.

5. **The general meeting shall appoint a person to retain** the books and records of the EU Inc. **That person** shall ~~be kept~~**keep the books and records** for a period of six years~~ by the person appointed to that effect by the general meeting or by the court~~.

Article 84

Fast-track liquidation procedure

1. An EU Inc. may initiate the fast-track liquidation procedure by filing the notification of dissolution referred to in Article ~~80 simultaneously with~~**82(2), point (a), alongside** an application for removal from the business register in which it is registered.

   The application shall specify the name of the director or directors representing the company for the purpose of the fast-track procedure.

2. The filing shall be accompanied by the following:

   (a) a declaration by all directors of the EU Inc., authenticated using qualified electronic signatures in accordance with Regulation (EU) No 910/2014, stating that the conditions set out in Article ~~83 (1)~~**83(1)** are met;

   (b) the financial statement of liquidation;

   (c) the evidence of consent of creditors in case liabilities exist;

   (d) the declaration by the appointed person referred to in Article ~~83 (5)~~**83(5)**, authenticated using qualified electronic signatures in accordance with Regulation (EU) No 910/2014, who undertakes to keep the books and records for a period of six years following the removal of the company from the business register.

3. The filing shall be completed fully online in accordance with Article ~~27 (5)~~**27(5)**.

4. **The relevant business register shall make** the documents and information referred to in paragraph 2 ~~shall be made~~ available in accordance with Article 25.

Article 85

Opposition of creditors

1. Creditors of the EU Inc. company undergoing the fast-track liquidation procedure may oppose it ~~and require the opening of the ordinary liquidation procedure~~ within 30 days following the disclosure of documents and information referred to in Article ~~84 (4)~~**84(4)**.

   ~~Creditors who had initially consented to the fast-track procedure may also oppose it provided they set out strong grounds to justify their change of position.~~

2. Creditors shall submit ~~their~~**any** objection to the business register where the EU Inc. company is registered, stating ~~the~~**their** reason ~~of their claim against the EU Inc. company~~**for opposing the fast-track procedure**. Member States shall ensure that this submission may be carried out fully online.

3. ~~In case the claims are well founded~~**Upon receipt of any such objection**, the business register shall ~~refuse the opening of the fast-track procedure and inform the EU Inc. company of the reasons for its decision, including the information about the opposing creditors and reasons of their claims.~~**, without conducting any assessment,**

   (a) terminate the fast-track liquidation procedure; and

   (b) inform the EU Inc. company of its decision, the opposing creditors, and the reasons for opposing the fast-track procedure.

4. The business register may also take into consideration the objections of creditors which have been submitted after the deadline referred to in paragraph 1 but before the EU Inc. company is removed from the register.

5. The removal of the EU Inc. company from the business register shall not affect the rights of creditors whose claims were still under consideration or were not submitted during the fast-track procedure. Such creditors may:

   (a) exercise their rights against the board of directors, who shall be personally, and where applicable, jointly and severally liable for any unsatisfied liabilities; and

   (b) access the books and records of the company through the appointed person referred to in Article 84(2)**,** point (d).

Article 86

Deadlines for the closure of the procedure

1. Where ~~tax~~**specific administrative** clearance is required by national law, the tax ~~authority~~**and social security authorities** in the Member State of registration of the EU Inc. shall **either** provide that clearance **or notify its objection to the fast-track liquidation procedure** to the business register within 30 days following the disclosure of documents and information referred to in Article 84 (4).~~ The tax authority may notify its opposition to the fast-track procedure within the same period.~~

2. Where it is necessary for the tax ~~authority~~**and social authorities** to take into account additional information or perform additional activities before completing its tasks under paragraph 1, ~~it~~**they** shall notify the business register of the need for a prolongation of the deadline referred to in paragraph 1~~, which may be extended by a maximum of another~~ **by no more than** 30 days.

2a. Upon receipt of any objection to the fast-track liquidation procedure under paragraph 1, the business register shall:

(a) terminate the fast-track liquidation procedure;

(b) inform the EU Inc. company of its decision, and the relevant authorities' objection.

3. If the tax **and social security** authority does not notify its position to the business register before the end of the deadline referred to in paragraph 1 or in case of prolongation~~,~~ referred to in paragraph 2, it shall be deemed that a tax **and social** clearance has been granted or that the tax **and social** authority has no objections to the fast-track procedure.

Article 87

Removal from the business register

1. Upon the expiry of the deadlines referred to in Articles 85 and 86, the business register shall update the EU Inc. company's status, in accordance with Article 25(3)**,** point~~ b)~~ **(b)** and strike off or remove the registration of the EU Inc. company provided that:

(a) no objections by creditors have been submitted pursuant to Article 85; and

(b) a tax clearance or no objections to the fast-track procedure have been received from the national tax authority pursuant to Article 86.

2. The striking off or removal of the EU Inc. company from the business register shall result in the loss of its legal personality.

3. The change of the status and the striking off or removal of the EU Inc. company from the business register shall be made publicly available in accordance with Article 25.

~~CHAPTER X~~

~~INSOLVENCY PROCEEDINGS WINDING-UP OF INSOLVENT EU INC. COMPANIES THAT ARE INNOVATIVE STARTUPS~~

~~*Article 88*~~

~~**Scope of application of the simplified winding-up of EU Inc. innovative startups**~~

~~1. This Chapter applies to EU Inc. companies which are innovative startups.~~

~~2. For the purposes of this Chapter, innovative startup means an EU Inc. company that fulfils the criteria set out in [PO: reference to Proposal for a Commission Recommendation on the definition of innovative enterprises, startups and high-growth scaleups, C (2026) 1800].~~

~~*Article 89*~~

~~**Rules on winding-up of innovative startups**~~

~~1. Insolvent EU Inc. innovative startups may request the opening of simplified winding-up proceedings in accordance with this Chapter.~~

~~2. An EU Inc. innovative startup shall be deemed insolvent for the purposes of simplified winding-up proceedings when it is generally unable to pay its debts as they mature. Member States shall set out clear, simple and easily ascertainable conditions under which an EU Inc. innovative startup is deemed to be generally unable to pay its debts as they mature.~~

~~Article 90~~

~~Insolvency practitioner~~

~~1.~~ ~~An insolvency practitioner within the meaning of Article 2, point (5), of Regulation (EU) 2015/848 of the European Parliament and of the Council[31] shall be appointed when simplified winding-up proceedings are opened.~~

~~2.~~ ~~By way of derogation from paragraph 1, the debtor, a creditor or a group of creditors may request that an insolvency practitioner is not appointed provided that the EU Inc. innovative startup demonstrates that it has an up-to-date current balance sheet and that it has submitted its most recent required annual statement to the relevant national authorities.~~

~~Article 91~~

~~Means of communication~~

~~In simplified winding-up proceedings, all communications between the court or the competent authority, the insolvency practitioner and the parties to such proceedings are carried out by digital means.~~

~~Article 92~~

~~Request for the opening of simplified winding-up proceedings~~

~~1.~~ ~~An insolvent EU Inc. innovative startup or any creditor of the insolvent EU Inc. innovative startup can submit a request for the opening of simplified winding-up proceedings to a court or a competent authority.~~

~~2.~~ ~~The request for the opening of simplified winding-up proceedings shall be submitted using a standard form. The representation by a lawyer or another legal professional shall not be compulsory.~~

~~3.~~ ~~The standard form referred to in paragraph 2 shall contain at least the following information:~~

~~31~~ ~~Regulation (EU) 2015/848 of the European Parliament and of the Council of 20 May 2015 on insolvency proceedings (recast) (OJ L 141, 5.6.2015, p. 19–72), ELI: http://data.europa.eu/eli/reg/2015/848/2025-11-06.~~

~~(a) where an EU Inc. innovative startup is a legal person, the debtor's name, registration number, registered office or, if different, postal address;~~

~~(b) if an EU Inc. innovative startup is an entrepreneur, the debtor's name, registration number, if any, and postal address or, where the address is protected, the debtor's place and date of birth;~~

~~(c) a list of the assets of the EU Inc. innovative startup;~~

~~(d) name, address or other contact details of creditors of the EU Inc. innovative startup, as known at the time of the submission of the request,~~

~~(e) the list of the claims against the EU Inc. innovative startup and, for each claim, its amount specifying the principal and, where applicable, interest and the date on which it arose and the date on which it became due, if different;~~

~~(f) if security in rem or a reservation of title is alleged in respect of a certain claim and, if so, what assets are covered by the security interest.~~

~~4. The Commission shall establish the standard form referred to in paragraph 3 by means of implementing acts by [PO: the last day of the 24th month after the date of entry into force of this Regulation]. Those implementing acts shall be adopted in accordance with the examination procedure referred to in Article 107(3).~~

~~Article 93~~

~~Decision on the request for the opening of simplified winding-up proceedings~~

~~The court or the competent authority shall, without delay, take a decision on the request for the opening of simplified winding-up proceedings. as well as on the request, that an insolvency practitioner is not appointed as referred to in Article 90(2).~~

~~Article 94~~

~~Stay of individual enforcement actions~~

~~Debtors shall benefit from a stay of individual enforcement actions by operation of law or upon the decision of the court or the competent authority conducting those proceedings.~~

~~*Article 95*~~

~~**Lodgement and admission of claims**~~

~~1.~~ ~~When simplified insolvency proceedings are opened, the insolvency practitioner, or in its absence, the debtor, shall prepare a list of creditors and claims.~~

~~2.~~ ~~The insolvency practitioner, or in its absence, the court or the competent authority shall inform all known creditors, by individual notices, of the list referred to in paragraph 1, indicating the time period for raising any objection or concern. The claims against the debtor indicated in the list shall be considered as lodged without any further action from the creditors concerned.~~

~~3.~~ ~~Any creditor may lodge claims not contained in the list referred to in paragraph 1 or raise objections or concerns on claims included in the list, within a period set in national law, which shall not exceed 30 days counting from the receipt of the individual notice referred to in the paragraph 2 or from the publication of the opening of simplified winding-up proceedings in the insolvency register referred to in Article 24 of Regulation (EU) 2015/848 of the European Parliament and of the Council, whichever is the latest.~~

~~4.~~ ~~In the absence of any objection or concern by a creditor within the time period referred to in paragraph 2, a claim included in the list referred to in paragraph 1 is deemed to be undisputed and shall be definitively admitted as stated therein.~~

~~5.~~ ~~The disputed claims shall be dealt with promptly by the court or the competent authority. The court or competent authority may decide to continue the simplified winding-up proceedings with respect to undisputed claims.~~

~~*Article 96*~~

~~**Decision on the procedure to be used**~~

~~1.~~ ~~In simplified winding-up proceedings, once the insolvency estate has been established, the insolvency practitioner, or in its absence the debtor, shall proceed with the realisation of the assets and the distribution of the proceeds.~~

~~2.~~ ~~However, the court or the competent authority may take a decision on the closure of the simplified winding-up proceedings without any realisation of the assets, where any of the following conditions is fulfilled:~~

(a) ~~there are no assets in the insolvency estate;~~

(b) ~~the assets of the insolvency estate are of such a low value that it would not justify the costs or administrative burden involved by their sale and the distribution of the proceeds;~~

(c) ~~the apparent value of encumbered assets is lower than the amount owed to the secured creditors and the court or the competent authority considers it justified to allow those secured creditors to take over the assets.~~

3. ~~Where the insolvency practitioner proceeds with the realisation of the debtor's assets as referred to in paragraph 1, the insolvency practitioner shall also specify the means of realisation of the assets. For the sale of an asset of the debtor, the insolvency practitioner shall use the electronic auction system referred to in Article 97, unless this is not appropriate in view of the nature of the asset or the circumstances of the proceedings.~~

~~Article 97~~

~~Electronic auction systems for the sale of the assets of the debtor~~

1. ~~Each Member State shall ensure, by [PO: the last day of the 24th month after the date of entry into force of this Regulation] that one or several electronic auction platforms are established and maintained in its territory to be used for the purpose of the sale of the assets of the insolvency estate of the EU Inc. innovative startup in simplified winding-up proceedings.~~

2. ~~Member States may extend the use of the electronic auction systems, as referred to in paragraph 1, to the sale of the debtor's business or assets that are subject to other types of insolvency proceedings opened in their territory.~~

3. ~~Member States shall ensure that the electronic auction platforms are accessible by all natural and legal persons with domicile or place of registration in their territory or in the territory of another Member State. Access to the auction system may be subject to electronic identification of the user, in which case persons with domicile or place of registration in another Member State shall be able to use electronic identification means, in accordance with Regulation (EU) No 910/2014.~~

~~*Article 98*~~

~~**Interconnection of the electronic auction systems**~~

~~1.~~ ~~The Commission shall establish a system for the interconnection of the national electronic auction systems as referred to in Article 97 by means of implementing acts to be adopted by [PO: the last day of the 36th month after the date of entry into force of this Regulation]. The system shall be composed of national electronic auction systems interconnected via the European e-Justice Portal, which shall serve as a central electronic access point in the system. The system shall provide, in all the official languages of the Union, information on all auction processes announced in national electronic auction platforms, enable the search among these auction processes and provide hyperlinks leading to the pages of the national systems where offers may be directly submitted.~~

~~2.~~ ~~The Commission shall lay down, by means of implementing acts, technical specifications and procedures necessary to provide for the interconnection of Member States' national electronic auction systems, setting out:~~

~~(a)~~ ~~the technical specification or specifications defining the methods of communication and information exchange by digital means on the basis of the established interface specification for the system of interconnection of the electronic auction systems;~~

~~(b)~~ ~~the technical measures ensuring the minimum information technology security standards for communication and distribution of information within the system of interconnection of electronic auction systems;~~

~~(c)~~ ~~the minimum set of information that shall be made accessible through the central platform;~~

~~(d)~~ ~~the minimum criteria for the presentation of announced auction processes via the European e-Justice Portal;~~

~~(e)~~ ~~the minimum criteria for the search of announced auction processes via the European e-Justice Portal;~~

~~(f)~~ ~~minimum criteria for guiding the users to the platform of the national auction system of the Member State where they may submit their offers directly in the announced auction processes;~~

~~(g)~~ ~~the means and the technical conditions of availability of services provided by the system of interconnection;~~

~~(h)~~ ~~the use of the European unique identifier referred to in Article 16(1) of Directive (EU) 2017/1132,~~

~~(i)~~ ~~specification of which personal data can be accessed;~~

~~(j)~~ ~~data protection safeguards.~~

~~3.~~ ~~Those implementing acts shall be adopted in accordance with the examination procedure referred to in Article 107.~~

~~Article 99~~

~~Costs of establishing and interconnecting electronic auction systems~~

~~1.~~ ~~Each Member State shall bear the costs of establishing and adjusting its national electronic auction systems, as referred to in Article 97, to make them interoperable with the European e-Justice Portal, as well as the costs of administering, operating and maintaining those systems. This shall be without prejudice to the possibility to apply for grants to support such activities under the Union's financial programmes.~~

~~2.~~ ~~The establishment, maintenance and future development of the system of interconnection of electronic auction systems as referred to in Article 51 shall be financed from the general budget of the Union.~~

~~Article 100~~

~~Responsibilities of the Commission in connection with the processing of personal data in the system of interconnection of electronic auction platforms~~

~~1.~~ ~~The Commission shall exercise the responsibilities of controller pursuant to Article 3(8) of Regulation (EU) 2018/1725 in accordance with its respective responsibilities defined in this Article.~~

~~2.~~ ~~The Commission shall define the necessary policies and apply the necessary technical solutions to fulfil its responsibilities within the scope of the function of controller.~~

3. ~~The Commission shall implement the technical measures required to ensure the security of personal data while in transit, in particular the confidentiality and integrity of any transmission to and from the European e-Justice Portal.~~

4. ~~With regard to the information from the interconnected national auction systems, no personal data relating to data subjects shall be stored in the European e-Justice Portal. All such data shall be stored in the national auction systems operated by the Member States or other bodies.~~

~~Article 101~~

~~Sale of the assets by electronic auction~~

1. ~~The electronic auction of assets of the insolvency estate in simplified winding-up proceedings shall be announced in due time in advance on the electronic auction platform referred to in Article 97.~~

2. ~~The insolvency practitioner informs through individual notices all known creditors on the object, time and date of the electronic auction, as well as on the requirements to participate therein.~~

3. ~~Any interested person is allowed to participate in the electronic auction and bid. Member States may, however, set out the conditions under which the debtor's existing shareholders or managers are authorised to participate.~~

~~Article 102~~

~~Decision on the closure of the simplified winding-up proceedings~~

1. ~~The court or the competent authority shall take a decision on the closure of the simplified winding-up proceedings within six months after the submission of the request for the opening of the simplified winding-up proceedings. The deadline may be extended once, by a maximum of six months in case additional time is needed for the sale of the debtor’s business or assets, or for the distribution of proceeds. In the absence of such an extension or when the extended deadline expires, the procedure shall be automatically converted into an ordinary winding-up procedure.~~

~~2. Where the debtor is a legal person, the decision on the closure of the simplified winding-up proceedings shall trigger the relevant measures under national law leading to the dissolution of the legal personality of the EU Inc. innovative startup.~~

CHAPTER XI
PROHIBITED REQUIREMENTS

Article 103

List of prohibited requirements

1. Unless it is objectively justified and proportionate, Member States shall treat EU Inc. companies no less favourably than other limited liability companies formed in accordance with their national law in any aspect of their activities and operations.

2. A Member State shall not adopt or maintain any of the following with regard to EU Inc. companies whose registered office is in another Member State:

(a) without prejudice to the Union State aid rules, criteria that deny eligibility of those EU Inc. companies **that have economic activity in the Member State** to public support in view of their place of headquarters in other Member States or that require those companies to dissolve and reestablish or to set up a subsidiary in order to become eligible;

(b) measures that impose an authorisation or other requirement for taking up or exercising an economic activity based on the location of their registered office;

(c) the requirement to have a local representative or a physical presence in that Member State in order to complete a procedure necessary to take up or exercise an economic activity or to obtain an authorisation;

(d) measures that deny the use of a payment account set up in another Member State for the purposes of completing a procedure necessary to take up or exercise an economic activity or obtaining an authorisation.

3. For the purpose of this Article, the following definitions shall apply:

(a) Authorisation means a formal or implied decision that is in law or in fact required from a competent authority in order to obtain access to an economic activity, exercise an economic activity or terminate it;

(b) Requirement means requirement as defined in Article 4 point 7) of Directive 2006/123/EC.

CHAPTER XII
FINAL PROVISIONS

Article 104

Data protection

The processing of any personal data carried out in the context of this Regulation shall be subject to Regulation (EU) 2016/679 and to Regulation (EU) 2018/1725**, as applicable**.

Article 105

Accounting

The EU Inc. shall be subject to the requirements of the applicable accounting law of the Member State in which its registered office is situated. However, Article ~~26~~**27** shall apply as regards the filing and public availability of accounting documents of the EU Inc.

Article 106

Penalties

1. Member States shall provide for effective, proportionate and dissuasive penalties at least in the case of:

(a) a failure to file the documents and information as required by Articles ~~25 (1), 40 (2), 82, 84 (2), 92 (4)~~**25(1), 40(2), 82, 84(2), 92(4)**;

(b) a failure to update the filed documents and information and file changes within the periods laid down in Article 27;

(c) a failure to file and update the required information in the digital register of shares in accordance with Articles 54, ~~66 (2) and 67 (6)~~**66(2) and 67(6)**;

(d) a false or misleading declaration as required by Articles ~~22 (1) and 84 (2)~~**22(1) and 84(2)** point (a).

2. Member States shall take all the measures necessary to ensure that the penalties referred to in the first paragraph are enforced.

Article 107

Committees

1. The Commission shall be assisted by the Committee on Interconnection of Central, Commercial and Companies' Registers ('the BRIS committee'). That committee shall be a committee within the meaning of Regulation (EU) No 182/2011.[32]

2. For Chapter X, the Commission shall be assisted by the committee ('the insolvency committee') established by Article 30 of Directive (EU) 2019/1023 of the European Parliament and of the Council[33]. That committee shall be a committee within the meaning of Regulation (EU) No 182/2011[34].

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[32] Regulation (EU) No 182/2011 of the European Parliament and of the Council of 16 February 2011 laying down the rules and general principles concerning mechanisms for control by Member States of the Commission's exercise of implementing powers (OJ L 55, 28.2.2011, pp. 13–18), ELI: http://data.europa.eu/eli/reg/2011/182/oj

[33] Directive (EU) 2019/1023 of the European Parliament and of the Council of 20 June 2019 on preventive restructuring frameworks, on discharge of debt and disqualifications, and on measures to increase the efficiency of procedures concerning restructuring, insolvency and discharge of debt, and amending Directive (EU) 2017/1132 (Directive on restructuring and insolvency) (OJ L 172, 26.6.2019, pp. 18), ELI: http://data.europa.eu/eli/dir/2019/1023/oj

[34] Regulation (EU) No 182/2011 of the European Parliament and of the Council of 16 February 2011 laying down the rules and general principles concerning mechanisms for control by Member States of the Commission's exercise of implementing powers (OJ L 55, 28.2.2011, pp. 13–18), ELI: http://data.europa.eu/eli/reg/2011/182/oj

3. Where reference is made to this paragraph, Article 5 of Regulation (EU) No 182/2011 shall apply.

Article 108

Reporting and review

1. The Commission shall, by [PO: the date five years after the date of application of this Regulation], carry out an evaluation of this Regulation and present a report on the main findings to the European Parliament, the Council and the European Economic and Social Committee. Member States shall provide the Commission with the information necessary for the preparation of the report.

The report of the Commission shall in particular evaluate the take up of the EU Inc. new legal form, how the EU Inc. companies were formed and how many were created through the EU central interface and with harmonised templates.

~~2. Every five years from [PO: the date five years after the date of application of this Regulation], the Commission shall review the amount referred to in Article 16(2) in line with the harmonised index of consumer prices (HICP) established pursuant to Regulation (EU) 2016/792 of the European Parliament and of the Council.~~

Article 108a

Exercise of the delegation

1. The power to adopt delegated acts is conferred on the Commission subject to the conditions laid down in this Article.

2. The power to adopt delegated acts referred to in Article 16(3) shall be conferred on the Commission for an indeterminate period of time from [date of entry into force of the basic legislative act set by the co-legislators].

Article 109

Entry into force and date of application

This Regulation shall enter into force on the twentieth day following that of its publication in the Official Journal of the European Union.

It shall apply from [PO: the last day of the 12th month after the date of entry into force of this Regulation)]. ~~This Regulation~~**However, Articles 24 and 30-32** shall ~~be binding in its entirety and directly applicable in all Member States~~**not apply earlier than 31 July 2028**.

This Regulation shall be binding in its entirety and directly applicable in all Member States.

Done at Brussels,

For the European Parliament
The President

For the Council
The President

ANNEX TO THE ANNEX

Minimum content of the articles of association of an EU Inc. company

An EU Inc. company shall have articles of association that cover at least the following particulars:

- the legal form;
- the name of the company;
- the address of the registered office of the company, including the Member State where it shall be/is registered;
- the object of the company;
- the amount of capital, including where the amount of capital is EUR 0;
- the total number of shares issued,
- where the shares of the company have a nominal value, that value;
- the subscription of the first shares, including:

(i) the nature and value of any consideration for the shares;

(ii) whether any part of the consideration is to be contributed to capital;

(iii) for any part of the consideration that is not a contribution to capital, the time by which the consideration is to be paid in accordance with Article 64(5);

(iv) the identity of the founding shareholder(s);

- the identity of the first director(s);
- the date of beginning and end of the financial year.