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INFORMATION NOTE

From: General Secretariat of the Council

To: Permanent Representatives Committee/Council

Subject: Proposal for a DIRECTIVE OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL amending Directives (EU) 2022/2464 and (EU) 2024/1760 as regards the dates from which Member States are to apply certain corporate sustainability reporting and due diligence requirements

- Outcome of the European Parliament's first reading
(Strasbourg, 31 March to 3 April 2025)

I. INTRODUCTION

After the plenary of the European Parliament approved the request by the group of the European People's Party (EPP) to proceed according to Rule 170 (Urgent procedure) on 1 April 2024, seventeen amendments were tabled by The Left, European Conservatives and Reformists (ECR) and Patriots for Europe (PfE) groups.

II. VOTE

The European Parliament adopted its first-reading position on 3 April 2025 by taking over the Commission proposal and rejecting all the tabled amendments. This position is contained in its legislative resolution.

The Council should therefore be in a position to approve the European Parliament's position as set out in the Annex hereto, thus bringing to a close the first reading for both Institutions.

The legislative act would then be adopted in the wording which corresponds to the European Parliament's position.

Amending Directives (EU) 2022/2464 and (EU) 2024/1760 as regards the dates from which Member States are to apply certain corporate sustainability reporting and due diligence requirements

European Parliament legislative resolution of 3 April 2025 on the proposal for a directive of the European Parliament and of the Council amending Directives (EU) 2022/2464 and (EU) 2024/1760 as regards the dates from which Member States are to apply certain corporate sustainability reporting and due diligence requirements (COM(2025)0080 – C10-0038/2025 – 2025/0044(COD))

(Ordinary legislative procedure: first reading)

The European Parliament,

- having regard to the Commission proposal to Parliament and the Council (COM(2025)0080),
 - having regard to Article 294(2) and Articles 50 and 114 of the Treaty on the Functioning of the European Union, pursuant to which the Commission submitted the proposal to Parliament (C10-0038/2025),
 - having regard to Article 294(3) of the Treaty on the Functioning of the European Union,
 - having regard to the opinion of the European Economic and Social Committee of 26 March 2025¹,
 - having regard to Rules 60 and 170 of its Rules of Procedure,
1. Adopts its position at first reading hereinafter set out;

¹ Not yet published in the Official Journal.

2. Calls on the Commission to refer the matter to Parliament again if it replaces, substantially amends or intends to substantially amend its proposal;
3. Instructs its President to forward its position to the Council, the Commission and the national parliaments.

Position of the European Parliament adopted at first reading on 3 April 2025 with a view to the adoption of Directive (EU) 2025/... of the European Parliament and of the Council amending Directives (EU) 2022/2464 and (EU) 2024/1760 as regards the dates from which Member States are to apply certain corporate sustainability reporting and due diligence requirements

(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 Articles 50 and 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 Committee²,

Acting in accordance with the ordinary legislative procedure³,

² Opinion of 26 March 2025 (not yet published in the Official Journal).

³ Position of the European Parliament of 3 April 2025.

Whereas:

- (1) In its communication of 11 February 2025 entitled ‘A simpler and faster Europe: Communication on implementation and simplification’, the Commission set out a vision for an implementation and simplification agenda that delivers fast and visible improvements for people and business on the ground. That requires more than an incremental approach and the Union is to take bold action to achieve that goal. The European Parliament, the Council, the Commission, the authorities of the Member States at all levels and stakeholders need to work together to streamline and simplify Union, national and regional rules and to implement policies more effectively.

- (2) In the context of the Commission’s commitment to reducing reporting burdens and to enhancing competitiveness, it is necessary to introduce targeted amendments to Directives (EU) 2022/2464⁴ and (EU) 2024/1760⁵ of the European Parliament and of the Council in order to achieve those objectives, whilst maintaining the policy objectives of the Green Deal as set out in the Commission’s communication of 11 December 2019 entitled ‘The European Green Deal’ and the Sustainable Finance Action Plan as set out in the Commission’s communication of 8 March 2018 entitled ‘Action Plan: Financing Sustainable Growth’.

⁴ Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting (OJ L 322, 16.12.2022, p. 15, ELI: <http://data.europa.eu/eli/dir/2022/2464/oj>).

⁵ Directive (EU) 2024/1760 of the European Parliament and of the Council of 13 June 2024 on corporate sustainability due diligence and amending Directive (EU) 2019/1937 and Regulation (EU) 2023/2859 (OJ L, 2024/1760, 5.7.2024, ELI: <http://data.europa.eu/eli/dir/2024/1760/oj>).

- (3) Directive (EU) 2022/2464 specifies the dates from which Member States are to apply the sustainability reporting requirements set out in Directive 2013/34/EU of the European Parliament and of the Council⁶, with different dates depending on the size of the undertaking concerned. Large undertakings that are public-interest entities with more than 500 employees on average during the financial year and public-interest entities that are parent undertakings of a large group with more than 500 employees on average on its balance sheet dates, on a consolidated basis, during the financial year are to report in 2025 for financial years beginning on or after 1 January 2024. Other large undertakings and other parent undertakings of a large group are to report in 2026 for financial years beginning on or after 1 January 2025. Small and medium-sized undertakings, except micro-undertakings, small and non-complex institutions, captive insurance undertakings and captive reinsurance undertakings are to report in 2027 for financial years beginning on or after 1 January 2026. Considering the ongoing Commission initiatives which aim to simplify certain existing sustainability reporting obligations and to reduce the related administrative burden on undertakings, and in order to provide for legal clarity and to avoid the undertakings currently required to report for financial years beginning on or after 1 January 2025 and on or after 1 January 2026 incurring unnecessary and avoidable costs, the sustainability reporting requirements for those undertakings should be postponed by two years.

⁶ Directive 2013/34/EU of the European Parliament and of the Council of 26 June 2013 on the annual financial statements, consolidated financial statements and related reports of certain types of undertakings, amending Directive 2006/43/EC of the European Parliament and of the Council and repealing Council Directives 78/660/EEC and 83/349/EEC (OJ L 182, 29.6.2013, p. 19, ELI: <http://data.europa.eu/eli/dir/2013/34/oj>).

- (4) Directive (EU) 2022/2464 specifies the dates from which Member States are to apply the sustainability reporting requirements set out in Directive 2004/109/EC of the European Parliament and of the Council⁷, with different dates depending on the size of the issuer concerned. Issuers that are large undertakings with more than 500 employees on average during the financial year and issuers that are parent undertakings of a large group with more than 500 employees on average on its balance sheet dates, on a consolidated basis, during the financial year are to report in 2025 for financial years beginning on or after 1 January 2024. Other issuers that are large undertakings and other issuers that are parent undertakings of a large group are to report in 2026 for financial years beginning on or after 1 January 2025. Issuers that are small and medium-sized undertakings, except micro-undertakings, small and non-complex institutions, captive insurance undertakings and captive reinsurance undertakings are to report in 2027 for financial years beginning on or after 1 January 2026. Considering the ongoing Commission initiatives which aim to simplify certain existing sustainability reporting obligations and to reduce the related administrative burden on undertakings, and in order to provide for legal clarity and to avoid the issuers currently required to report for financial years beginning on or after 1 January 2025 and on or after 1 January 2026 incurring unnecessary and avoidable costs, the sustainability reporting requirements for those issuers should be postponed by two years.

⁷ 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, p. 38, ELI: <http://data.europa.eu/eli/dir/2004/109/oj>).

- (5) The date from which Member States are to apply Directive (EU) 2024/1760 should be postponed by one year for the first set of companies that fall within the scope of that Directive in order to give companies more time to prepare for the requirements of that Directive and to provide them with the opportunity to take into account the guidelines to be issued by the Commission on how they should fulfil their due diligence obligations in a practical manner. Furthermore, the application date of 1 January 2029 for the measures necessary to comply with the reporting obligation pursuant to Article 16 of Directive (EU) 2024/1760 regarding the third set of companies that fall within the scope of that Directive should be amended in order to ensure coherence with the respective application dates for the other sets of companies.
- (6) Moreover, in the light of a parallel legislative proposal which aims to simplify the sustainability framework and reduce the burden on companies, the deadline for the Member States to transpose Directive (EU) 2024/1760 should be extended by one year in order to take into account possible delays in their ongoing transposition efforts due to possible amendments to that Directive.

- (7) Since the objectives of this Directive cannot be sufficiently achieved by the Member States but can rather, by reason of the scale or effects of the action, be better achieved at Union level, 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 Directive does not go beyond what is necessary in order to achieve those objectives.
- (8) Directives (EU) 2022/2464 and (EU) 2024/1760 should therefore be amended accordingly. Since the amendment to Directive (EU) 2024/1760 alters the transposition deadline and certain dates of application, all of which fall in the future, Member States would only need to postpone the application dates pursuant to Article 2 of this Directive in the event that they have already transposed Directive (EU) 2024/1760.
- (9) In view of the urgency of the matter and to provide legal certainty as soon as possible, it is considered to be appropriate to invoke the exception to the eight-week period provided for in Article 4 of Protocol No 1 on the role of national Parliaments in the European Union, annexed to the Treaty on European Union, to the Treaty on the Functioning of the European Union and to the Treaty establishing the European Atomic Energy Community.
- (10) For reasons of urgency and to provide legal certainty as soon as possible, this Directive should enter into force on the day following that of its publication in the *Official Journal of the European Union*,

HAVE ADOPTED THIS DIRECTIVE:

Article 1
Amendments to Directive (EU) 2022/2464

Article 5(2) of Directive (EU) 2022/2464 is amended as follows:

- (a) the first subparagraph is amended as follows:
 - (i) in point (b), the introductory wording is replaced by the following:
‘for financial years starting on or after 1 January 2027.’;
 - (ii) in point (c), the introductory wording is replaced by the following:
‘for financial years starting on or after 1 January 2028.’;
- (b) the third subparagraph is amended as follows:
 - (i) in point (b), the introductory wording is replaced by the following:
‘for financial years starting on or after 1 January 2027.’;
 - (ii) in point (c), the introductory wording is replaced by the following:
‘for financial years starting on or after 1 January 2028.’.

Article 2
Amendment to Directive (EU) 2024/1760

In Article 37(1) of Directive (EU) 2024/1760, the first and second subparagraphs are replaced by the following:

‘Member States shall adopt and publish, by 26 July 2027, the laws, regulations and administrative provisions necessary to comply with this Directive. They shall forthwith communicate the text of those measures to the Commission.

They shall apply those measures:

- (a) from 26 July 2028 as regards companies referred to in Article 2(1), points (a) and (b), which are formed in accordance with the legislation of the Member State and that had more than 3 000 employees on average and generated a net worldwide turnover of more than EUR 900 000 000 in the last financial year preceding 26 July 2028 for which annual financial statements have been or should have been adopted, with the exception of the measures necessary to comply with Article 16, which Member States shall apply to those companies for financial years starting on or after 1 January 2029;

- (b) from 26 July 2028 as regards companies referred to in Article 2(2), points (a) and (b), which are formed in accordance with the legislation of a third country and that generated a net turnover of more than EUR 900 000 000 in the Union, in the financial year preceding the last financial year preceding 26 July 2028, with the exception of the measures necessary to comply with Article 16, which Member States shall apply to those companies for financial years starting on or after 1 January 2029;
- (c) from 26 July 2029 as regards all other companies referred to in Article 2(1), points (a) and (b), and Article 2(2), points (a) and (b), and companies referred to in Article 2(1), point (c), and Article 2(2), point (c), with the exception of the measures necessary to comply with Article 16, which Member States shall apply to those companies for financial years starting on or after 1 January 2030.’.

Article 3
Transposition

1. Member States shall bring into force the laws, regulations and administrative provisions necessary to comply with this Directive by 31 December 2025. They shall immediately inform the Commission thereof.

When Member States adopt those measures, they shall contain a reference to this Directive or be accompanied by such a reference on the occasion of their official publication. The methods of making such reference shall be laid down by Member States.

2. Member States shall communicate to the Commission the text of the main measures of national law which they adopt in the field covered by this Directive.

Article 4
Entry into force

This Directive shall enter into force on the day following that of its publication in the *Official Journal of the European Union*.

Article 5
Addressees

This Directive is addressed to the Member States.

Done at ...,

For the European Parliament

For the Council

The President

The President