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**NOTE**

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From: Presidency  
To: Working Party on Company Law

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Subject: Presidency Discussion Note on the 28th regime

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Delegations will find attached a Presidency Discussion Note on the 28th regime in view of the Company Law Working Party meeting on 8th September 2025

## Discussion note – 28<sup>th</sup> regime

### WP Company Law – Monday, 8 September 2025, 10:00

The European Council called in March 2025 for the Commission “to put forward proposals to improve the private equity and venture capital ecosystem and, in line with the respective competences under the Treaties, to propose an optional 28th company law regime allowing innovative companies to scale up, in time to allow the co-legislators to take decisive steps by 2026”.<sup>1</sup>

This call echoes intentions presented in Ursula von der Leyen’s political guidelines and in the mission letter to Commissioner McGrath. The Commission has further indicated their intention to present such an initiative in the Competitiveness Compass, the Single Market Strategy and the EU Startup and Scaleup Strategy.

The Single Market Strategy states that the 28th regime will provide a single set of rules, potentially in a progressive and modular way. It will include a corporate legal framework based on digital-by-default solutions, and will help companies overcome barriers when setting up and operating across the Single Market. The 28<sup>th</sup> regime will aim to simplify applicable rules, and it will also address specific aspects within relevant areas of law, including insolvency, labour and tax law<sup>2</sup>.

The upcoming initiative aims to introduce a single, optional legal framework meant to address the challenges faced by startup and scaleup companies across the EU. By removing barriers in setting up, scaling up and operating companies across Member States, the 28th regime could represent a major contribution to strengthening cross-border business activities and innovation in the EU. The initiative is currently expected to be adopted by the Commission in the first quarter of 2026.

There have been technical and high-level discussions on the file within the High-Level Forum on Justice for Growth in May and June 2025, where clarification of scope and legal approach have been on the agenda.

The Commission launched a public consultation and call for evidence<sup>3</sup> related to the 28th regime – EU corporate legal framework on the 8<sup>th</sup> of July, inviting feedback on the initiative. The public consultation mentions three main focus areas for policy options:

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<sup>1</sup> <https://www.consilium.europa.eu/en/press/press-releases/2025/03/20/european-council-conclusions-on-competitiveness-european-defence-and-security-and-migration/>

<sup>2</sup> A Strategy for making the Single Market simple, seamless and strong, COM(2025) 500, p. 7-8

<sup>3</sup> [https://ec.europa.eu/info/law/better-regulation/have-your-say/initiatives/14674-28th-regime-a-single-harmonized-set-of-rules-for-innovative-companies-throughout-the-EU\\_en](https://ec.europa.eu/info/law/better-regulation/have-your-say/initiatives/14674-28th-regime-a-single-harmonized-set-of-rules-for-innovative-companies-throughout-the-EU_en) (The Commission’s Call for Evidence)

- **Structure and the core elements of the 28th regime companies** (such as the company type, who should be able to create such companies and how, the minimum capital requirement);
- **Simple, flexible and fast procedures and rules for setting up and operating the 28th regime companies** (e.g. making the setting up of the 28th regime companies and other procedures faster and more efficient through digital solutions and tools; extending the ‘once only’ principle through sharing of company information between business registers and other national authorities relevant for company procedures, such as labour or tax authorities; considering ways to make the governance of the 28th regime companies more flexible);
- **Attracting investment to the 28th regime companies** (including through digital solutions and tools, e.g. to simplify capital increases for the 28th regime companies, and through other possible means to allow those companies to attract investors, such as through different classes of shares, rules for transfers of shares or by facilitating the use of private equity investment agreements).

Furthermore, the European Parliament is currently preparing an own-initiative report on a 28<sup>th</sup> regime, scheduled for adoption in January 2026<sup>4</sup>.

The initiative ‘28th regime - a new corporate EU legal framework’ represents a significant opportunity to address long-standing challenges for companies and cover a wide range of key issues, based on online procedures and digital tools.

The envisaged new framework should therefore build on recent advances in EU company law, for instance the Directive on cross-border mobility (2019/2121) and the two Directives on digitalization (2019/1151 and 2025/25). In this context, the 28<sup>th</sup> regime could also build on existing tools already in use such as BRIS (Business Registers Interconnection System) and the EUID (unique company identifier at EU level), as well as leveraging upcoming ones, such as the European Business Wallet.

The work on the 28<sup>th</sup> regime should also draw lessons from the previous Commission proposals, e.g. the existing SE (Societas Europaea) as well as the SUP (Societas Unius Personae) and SPE (Societas Privata Europaea), which were never adopted.

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<sup>4</sup> [https://oeil.secure.europarl.europa.eu/oeil/en/procedure-file?reference=2025/2079\(INL\)](https://oeil.secure.europarl.europa.eu/oeil/en/procedure-file?reference=2025/2079(INL))

While the Danish Presidency encourages everyone with an interest, including Member States, to respond to the Commission's public consultation **by 30 September 2025**, we also find that the Working Party on Company Law could provide useful additional input on the challenges and priorities outlined above, ensuring that the features of the 28th regime reflect the needs of businesses while advancing broader goals of the Single Market.

### **Questions to be discussed**

To guide the discussion and identify priority areas for the preparatory work, delegations are invited to reflect on the following questions:

1. Taking the above into consideration, what specific barriers are faced by startups and scaleup companies?
2. Based on earlier experiences with European company forms, what are the issues that need to be addressed in order to establish a successful new corporate legal framework in the Member States?
3. How does the initiative most effectively achieve the overall goal of making simpler rules that allow innovative companies to attract investment and scale up cross-border?

The Presidency encourages delegations to share national experiences, raise any relevant issues, and propose innovative policy options and ideas that could inspire the ongoing work on the 28th regime.

Kind regards,

The DK Presidency Company Law team