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WORKING DOCUMENT

From:	General Secretariat of the Council
To:	Simplification
Subject:	Contributions on the Omnibus I proposal on sustainability reporting and due diligence (doc. 6596/25)

Delegations will find enclosed further questions and comments received, by 4 April, from BE, BG, CZ, EE, FR, IT, LT, LU, MT, NL, PL and PT on the Omnibus I proposal on sustainability reporting and due diligence (doc. 6596/25).

MEMBER STATES COMMENTS

CSRD + CSDDD

Contents

BELGIUM

Belgian questions and comments and regarding Omnibus Package I, COM81, CSRD & CSDDD.

Dear,

We would like to thank the Presidency and the Commission for providing us the opportunity to raise new questions and to obtain further clarifications following your valuable input in previous meetings.

Please find below the elements regarding Omnibus Package I, COM81, CSRD & CSDDD that Belgium wishes to have additional information on in order to evaluate the proposal.

1. How does the Commission intend to ensure qualitative and reliable information in financial markets, given the possibility for companies to report on partial taxonomy alignment?
2. Why has the idea of sector-specific standards been abandoned?
3. How does the Commission respond to the concerns of human rights experts regarding compliance with the UN Guiding Principles in the CSDDD omnibus?
4. How does the Commission assess the risk that climate transition plans may become ineffective without an obligation of means?
5. What is the impact of Omnibus on the risk management of companies, in particular in the financial sector, given the warning of the Single Resolution Board and the ECB Supervisory Board?
6. By when will EFRAG draw up a proposal for simplified ESRS? Has the Commission already sent a request to EFRAG? By when does the Commission intend to adopt the delegated act? From which reporting year would these new ESRS become applicable?
7. By when will the Commission adopt a voluntary standard based on the VSME? What will the role of EFRAG be? Has the Commission already sent a request to EFRAG?
8. Does the Omnibus proposal have any impact on the implementation of the European Single Access Point?
9. In the context of article 26 a of the Audit Directive. Due to the fact that in the proposal the time limits for the Commission to adopt standards for limited assurance are deleted and no harmonization on assurance standards will be provided in the short term, what is the reason why there is no the reference to the international assurance standards, in the same way that there is a reference to the international audit standards in article 26.1. in the audit directive.
10. In the context of Art. 19a (scope) + art. 29a (scope), does the requirement regarding number of employees apply only for the current financial year, or does a company need more than 1,000 employees for two consecutive years to be in scope, similar to the normal threshold considerations in the Accounting Directive?
11. Link between article 19, paragraph 1, and the sustainability reporting standards. If an undertaking not in scope has made public sustainable reporting in the management report making use of the voluntary sustainability reporting standards, is this compliant with article 19, paragraph 1, third subparagraph?

BULGARIA

BG comments on the Proposal for a Directive amending Directives 2006/43/EC, 2013/34/EU, (EU) 2022/2464 and (EU) 2024/1760 as regards certain corporate sustainability reporting and due diligence requirements

I. Directive 2013/34

1. Article 19a (3)

We would like to receive a clarification regarding the term "sustainability information that is commonly shared between undertakings in the sector concerned".

2. Article 19a (article 29a)

Under certain conditions, an undertaking (which is a subsidiary undertaking and is included in the consolidated management report of a parent undertaking) is exempted from its reporting obligations at individual level.

Article 19a, para 10 states that the exemption is not applicable to large undertakings which are public-interest entities defined in point (a) of point (1) of Article 2 of this Directive (large listed PIEs). Taken into account that the scope is revised and only large undertakings will be captured, we would like to receive a clarification which companies would be allowed to use the exemption in para 9.

Same reasoning is valid for Article 29a, para9.

3. Article 19b

We would like to receive a clarification from the Commission whether the companies with net turnover below 450 million euro which **do not claim** that their activities are fully or partially in compliance with Taxonomy regulation **are allowed not to** report under Taxonomy article 8.

This explanation is included in the documents accompanying the proposal. However, in our view it is not visible from the text of Article 19b.

4. Article 33

According to the proposal for the first paragraph of Art. 33 the members of the administrative, management and supervisory bodies of an undertaking have collective responsibility that the annual financial statements, the management report and the corporate governance statement are **drawn up and published** in accordance with Delegated Regulation (EU) 2019/815 and with the requirements of Article 29d.

Article 29d contains the obligation for the management report to be in accordance with Delegated Regulation (EU) 2019/815 and the sustainability report to be to be marked up.

According to the proposal for a new subparagraph of Art. 33, para 1 "By way of derogation from subparagraph 1, Member States shall ensure that the members of the administrative, management and supervisory bodies of an undertaking, acting within the competences assigned to them by national law, do not have collective responsibility for ensuring that the management report, or consolidated management report, where applicable, is **prepared** in accordance with Article 29d.".

In our understanding, it is not clear if the exemption is regarding the electronic format in accordance with Regulation (EU) 2019/815, regarding the marking up of the sustainability information or both.

In addition, in the first paragraph the terms “drawn up and published” are used and in the proposal - the term “prepared”.

5. Comments of technical nature

There are some references to provisions which will be deleted with the proposal. For example:

In article 29b, para 1, subparagraph 6 reference to the deleted point ii:

“When adopting delegated acts to specify the information required under ~~**point (ii) of the third subparagraph**~~, the Commission shall pay particular attention to the scale of the risks and impacts related to sustainability matters for each sector, taking account of the fact that risks and impacts are higher for some sectors than for others.”

There are also references to the deleted art. 29c in Art. 49 (2), (3), (3b).

II. Directive 2022/2464

1. Article 5, paragraph 2, subparagraph 1, point a:

Our comments on the transitional provisions are based on the following assumptions:

- Commission’s proposal is adopted as it is proposed regarding the scope – large undertakings with more than 1 000 employees;
- In the proposal letter a) of Article 5(2) of CSRD is deleted;
- The proposal is adopted in 2025/2026 and transposed in 2026.

In our understanding, based on the abovementioned assumptions, companies from wave 1 which would no longer be in the scope of CSRD would have no legal obligation to report after the transposition of CSRD because of the deletion of letter a).

At the same time the amendments in CSRD (cumulatively – “stop the clock” and the proposal in substance) provide that the undertakings in the scope should report for the financial year after 1.01.2027. This means that they should report for the first time in 2028.

In our view there is a gap in the reporting 2027 (for the fiscal year 2026) – companies covered by letter (a) wouldn’t be obliged to report for the financial year 2026 and companies in accordance with the new scope covered by letter (b) would not be required to report till 2028.

In addition, in countries which have transposed CSRD large companies according to the current scope of CSRD with employees between 500 and 1000 would have to report for the financial year 2025 and then stop reporting. This would not be in line with the simplification efforts as these companies would bear an administrative burden which would not be justified.

Therefore, in our view it should be further discussed how to ensure level playing field for first wave companies.

CZECH REPUBLIC

Questions for the Commission on Omnibus I – CSDDD part – Czech Republic

Questions regarding the remaining parts of the proposal

During the last meeting of the Working Party on 24 March, we heard numerous remarks from the Commission on the proposed changes. We would like to present the following questions as a follow-up to the answers already given by the Commission.

i. **Climate transition plan – Art. 22(1) CSDDD**

The Commission explained at the last meeting of the Working Party that keeping the obligation to adopt transition plans in CSDDD is necessary because only Art. 22 CSDDD imposes the duty on companies to adopt a plan, while CSRD only requires them to report on the plan. Does this imply that the companies should be deemed compliant with their CSRD requirements if they report that they do not have any plans?

Apart from this benefit (as mentioned by the Commission), what other practical benefits does the Commission see in keeping the transition plans in both CSRD and CSDDD after the proposed changes to Art. 22(1)?

ii. Civil liability – Art. 29 CSDDD

It is generally unclear what impacts the deletion of the first paragraph will have on the law of the Member States. While it seems that it brings more flexibility to the Member States, the final interpretation of the Commission will matter the most during the reviews of the transposition. We would like the Commission to elaborate more on the impacts of the deletion on the Member States' duties to transpose the Directive.

Regarding the whole Article 29, we would particularly like to hear the Commission's answers to the following questions:

a. Can the Commission confirm whether it understands the new Article 29 as a duty of Member States to ensure that their legal systems allow for holding a company liable for damage caused by a failure to comply with the obligations laid down in CSDDD?
b. While we understand the deletion of certain aspects of the harmonisation of access to justice, could the Commission expand on the reasons for keeping other aspects, mainly the disclosure of evidence under Art. 29(3)(e) and injunctive measures under 29(3)(c)?
c. Could the Commission elaborate more on the impacts of the deletion of Art. 29(7), broadly in line with the questions posed by the German delegation at the last meeting of the Working Party?

Questions for the Commission on Omnibus I – CSRD part – Czech Republic

At your request, we are sending questions and comments on the proposal for a directive.
We have a general question regarding NFRD. Commission indicated that undertakings whose Member State has not transposed CSRD continue to report under NFRD because NFRD is still in force. So far, the group of undertakings that were required to provide information under NFRD did not differ from the group of undertakings under CSRD. However, the new proposal provides for a new definition without Commission proposing to repeal NFRD. Does this mean that a group of undertakings that are now in the first wave but will not be newly required under CSRD will have to report under NFRD? Shouldn't NFRD be repealed? If not, can Commission give a reason?

We have the following technical questions and comments on particular sections:

Digital format – Article 33/1 specifies that the collective responsibility of members of an undertaking's administrative, management and supervisory bodies as regards the digitalization of management report is limited to its publication in the single electronic format, including the digital marking up. In what format will management report be approved? Should Article 29d be amended to require the single electronic format, including the digital marking up, only for the publication of the management report and not for the drawing up?

Value chain – Which entities can the reporting undertaking request information from within its value chain? Is it only undertakings within the scope of the Directive, or is it other entities regardless, e.g. NGOs, state companies etc.?

Third country companies – we did not discuss the issue of the third country companies in the working group. According to Article 40a/1 the second subparagraph, the obligation under the first subparagraph applies only to large subsidiaries and listed SMEs. This corresponds to the scope of Article 19a. However, according to the current proposal, the obligation would apply to all large subsidiaries, which does not correspond to the scope of the new Article 19a? What is the reason?

Content – Article 19a specifies the information to be provided by reporting undertakings. The content of ESRS is then de facto derived from this. Subsequently, the content was modified for listed SMEs for which simplified standards were to be issued. Commission now proposes to issue standards based on voluntary VSME ESRS for undertakings in the value chain, but doesn't propose a framework for them. Shouldn't the directive set out a content for these standards so that it is clear what information will be required from these undertakings?

GERMANY

Questions Omnibus I – Taxonomy reporting

- What is the reason why the new "opt-in"-taxonomy reporting will be introduced in the Accounting Directive?

- How will the Commission ensure coherence of the different reporting regimes on aggregate level and the new Delegated Act and the existing Disclosures Delegated Act? Will there now be several Green Asset Ratios or KPIs (fully comply, opt-in comply, partial comply)?

- Can you explain under which circumstances activities will be "partially aligned"? Is it necessary that a certain amount of requirements has to be fulfilled? How will you ensure a clear distinction between "partial" and "full alignment"? Can companies within the mandatory scope also use the partial alignment for those parts of their activities that only fulfil certain criteria?

- What does it mean to "*claim* that its activities are *associated* with economic activities that qualify as environmentally sustainable under Articles 3 and 9 of Regulation (EU) 2020/852 or with economic activities that fulfil only certain requirements of that provision"? Do you consider giving some guidance via criteria or introduce a definition or give an explanation in the FAQ on this in order to guarantee equal standards in the different MS (as it is a directive which needs to be transposed)?

- How are you planning to avoid a trickle down effect under the "opt-in" regime? With the EBA ITS requirements in place and the Green Asset Ratio currently not excluding "opt-in"-companies rom the calculation, financial institutes could be forced to ask their clients for taxonomy alignment, even though these companies are not required to and possibly also don't want to "opt-in". Would an answer to such a request by a financial institution be a case of claiming taxonomy alignment in the sense of article 19b?

- Would a full disclosure of turnover and CapEx KPI under the opt-in regime not be associated with undue cost if companies only want to disclose alignment for certain activities? Could this not lead to companies avoiding to claim any full taxonomy alignment at all?

- Are there plans by the Commission to include aspects of interoperability between various international SF frameworks?

CSRD

DE-Questions – 31.03.2025

1. **Scope (Article 19a(1), 29a(1)):**

   a. Is the new 1000-employee-threshold to be fulfilled (i) in the financial year which is subject of the sustainability report, (ii) in the (ensuing) financial year in which the sustainability report is due, (iii) in the two consecutive financial years preceding the financial year which is subject of the sustainability report, or (iv) in the two consecutive financial years preceding the financial year in which the sustainability report is due? In its reply to a question by DNK we understood COM to state that the Accounting Directive does not address this question. However, we kindly draw attention to Article 3(10) of the Accounting Directive.

   b. According to COM's estimations, how many undertakings would additionally be relieved from their reporting obligations under the CSRD if the net turnover threshold were set to 450 million Euro, in order to even better align the CSRD with the existing CSDDD thresholds?

2. **Value Chain Cap (Article 19a(3) 1st subparagraph, 29a(3) 1st subparagraph):**

   According to sentence 2 Member States shall ensure that certain undertakings "do not seek to obtain" certain information from undertakings in their value chain. According to sentence 3 certain undertakings which do not request any information beyond the standards for voluntary use "shall be deemed to have complied with the obligation to report value chain information".

   Can COM explain the reasoning behind the measures proposed in sentence 2 and sentence 3? Would either measure, implemented individually, already be sufficient to reach the intended policy goal (reduction of trickle-down-effect)? According to COM legal assessment, is the measure proposed in sentence 2 a justified restriction of freedom of contract? Can COM elaborate, if possible by concrete examples for national implementing measures, on how Member States can fulfil their obligation according to sentence 2?

3. **Announcement to substantially reduce the number of mandatory ESRS datapoints:**

The CSRD contains a list of mandatory information which must be covered in any sustainability report (Article 19a(2); 29a(2)). Since this list of information is prescribed on Level 1, the list limits the areas in and the extent to which the intended reduction of ESRS data points on Level 2 can take place.

Does the Commission consider it necessary to reduce the list of mandatory information on Level 1, in order to legally enable the politically intended substantial reduction of ESRS datapoints to take place on Level 2?

4. ESEF-Format (Article 33(1)):

The first sentence stipulates that members of the administrative, management and supervisory bodies have collective responsibility for ensuring that certain documents are "drawn up and published" in accordance with the requirements of Article 29d. The second (new) sentence states that, by way of derogation, Member States may regulate that those members do not have collective responsibility for ensuring that the report is "prepared" in accordance with Article 29d.

Does the Commission see a legal difference between "drawing up", which still rests in the responsibility of the members, and "preparing", which they should not be responsible for? In the German language version, the same translation is used for "drawing up" and "preparing" ("aufstellen").

5. Intangible resources (Article 19(1) sub-paragraph 4)

The Accounting Directive as amended by the CSRD requires companies to report on key intangible resources and their relevance for the business model of the undertaking. At the same time, Article 19a(3) sub-paragraph 4 only provides for a narrow exemption for business sensitive information (relating to impending developments or matters in the course of negotiation) for the purpose of sustainability reporting. Recital 34 CSRD states that reporting requirements should be without prejudice to the Trade Secrets Directive. Based on the experiences of the first undertakings reporting under CSRD, these provisions (and a restrictive interpretation by auditors) might require the disclosure of business sensitive information, even if this was not intended by the co-legislators (recital 34 CSRD). Is the Commission aware of this concern and does it see a need to address this topic, e.g. with additional guidance for companies and/or auditors?

6. Consolidated sustainability reporting (Article 19a(10) and 29a(9))

According to the Omnibus proposal the scope of sustainability reporting should no longer be determined by whether an undertaking is or is not a public-interest entity (cf the deletion of this category in Articles 19a(1) and 29a(1)). However, the criterion "public interest entity" shall be upheld with regard to the exemption of subsidiaries (cf Articles 19a(10) and 29a(9) which state that the subsidiary exemption shall not be applicable to "large undertakings which are public-interest entities"). Could the Commission explain this discrepancy? Should the provisions be streamlined by dispensing with the criterion "public-interest entity" throughout the entire proposal, including in Articles 19a(10) and 29a(9)? How does the Commission assess the potential for further simplification by allowing the so far excluded subsidiaries to be included in the group sustainability report, as long as the subsidiary-specific information (e.g. GHG emissions) is clearly distinguished, so investors in the subsidiary have access to all relevant information?

ESTONIA

Scope

1. With public interest entities, we have always expected, to have more information than with companies that have not acquired public funds. While simplification is welcomed (through ESRS), ***is it justified and what is the reasons for justification***, considering that NFRD compliant companies have been disclosing sustainability information almost for 10 years soon and they have also worked through and reported based on current ESRS?
   The voluntary reporting option cannot be the argument as it does not quarantee anything as it can lead to no reporting or reporting equivalent to greenwashing

2. While we understand the intention to align CSRD, taxonomy and CSDDD to common criterion, the current ones still have no basis.
   - It is unclear why the criteria of 450 million was chosen for CSDDD and if it is suitable also for reporting as criteria.
   - the criterion of large company/group becomes irrelevant with the adddition criterion of 1000 employees. Shouldn't this be reconsidered as, to our knowledge, sustainability reporting is the only requirement linked to it? We understand the Commission's reasoning that with a turnover of 450 million a very limited number of companies would have been in scope and therefore the objectives of the Green Deal would have been jeopardised; however, in order to meet these objectives we do not currently have sufficient information to decide (impact analyses) where the appropriate balance lies.

3. The current wording for the scope is the large company/group and then 1000 employees (two-step approach). In some presentations it seems to have been translated as 50 million turnover/25 million assets/1000 employees (one-step approach). We would like confirmation that the former is applicable.

4. 1000 employee criteria. Reporting should apply to those who have the greatest impact, and we are not convinced that the 1000 employee criterion is appropriate. It includes companies that are labour intensive (e.g. retail, hospitals, etc.); however, these companies are not in sectors that we consider critical for sustainability (e.g. mining, transport). The social aspect is relevant; however, these companies operate in the EU, where human rights and labour laws are established and followed to a much higher degree than in the rest of the world. It is well known that most of the risks/impacts we are looking for in sustainability issues are in third countries; therefore, the 1000 employees criteria does not identify the companies and sectors that have the greatest impact on nature and people.

5. Have any alternative scope simplifications been analysed, e.g. most impact sectors or layering of the obligation, e.g. impact/risk assessment obligation to a wider group of companies, reporting to a narrower group of companies? The double materiality assessment is the backbone of sustainable business, the majority of Wave 2 companies would (should) be completing it at this point. While we expect companies to understand its value as they go through it, changes in legislation may reduce this newly gained understanding.

Value-chain cap / trickle-down effect:

6. In theory, we understand the cap set in relation to the VSME standard. The proposal obliges Member States to prohibit requests for more data than the VSME standard allows. It remains unclear how Member States will be able to enforce such a restriction in agreements and

communications between two companies, especially considering that there is an exception to the cap for information relating to common industry data.

III) Reporting standards:

7. Companies with a remaining reporting obligation under the proposal face about one year of uncertainty (mid 2026, based on 6 months after the adoption of the amendments to the Directive) about the simplified content of the ESRS. At present, they do not know whether their actions based on the current ESRS will become obsolete or not. We need to understand better what the changes to the first set of standards will be, otherwise we will again be agreeing to standards (as with the 2021 CSRD proposal) that will be developed later and not to our satisfaction.
8. Large companies, which will be exempted from sustainability reporting, are encouraged to use VSME standards. We see two problems with this, the VSME standard is created with the purpose of data collection for SMEs and not large companies and secondly it does not have an ambition for companies to become more sustainable. While we understand from the Commissions comments that the plans with VSME standards in becoming a regulation are not clear, but do you see possible content changes to VSME?
9. Practical guidance is still needed nevertheless happens to standards/guidelines. It is not a good message to companies that we will not have sectoral standards/guidelines, but they are welcome to use international sectoral standards.

IV) Taxonomy reporting:

10. Simplification of the taxonomy is highly expected by companies. The communication from the Commission that says that reporting on taxonomy-alignment would be voluntary for large companies that are in CSRD scope but that nevertheless turnover < EUR 450 million; however, remains unclear. Our reading of the proposal is that companies below 450 meur do not have to disclose opex, but we would appreciate pointing out where comes in eligibility vs alignment.
11. The current reading of Art 19b is unclear on the differences between the requirements for financial and non-financial companies. The first two paragraphs seem to apply to all, but the simplifications in 3 and 4 only apply to non-financial companies?
12. Taxonomy simplifications should be in the taxonomy regulations and not in the CSRD. It creates additional legal uncertainty.

As said in previous meetings we would be very grateful if the Commission's replies could also be provided in writing after the discussion, so that the content is not lost or misinterpreted in memos that reach

FRANCE

Questions de la France à la présidence du Conseil – 31/03/2025

[CSRD]

Seuils

- La Commission propose de rehausser le seuil de salariés sans modification du seuil de chiffre d'affaires. Pourquoi la Commission n'a-t-elle pas modifié le seuil du CA ? Par cohérence, ne serait-il pas pertinent de rehausser le seuil de chiffre d'affaires à 450M€ ? Cette disposition permettrait également de limiter les distorsions de concurrence liées au rehaussement du seuil de chiffre d'affaires dans l'Europe des entreprises de pays tiers de 150 à 450M€.

Chaîne de valeur

- La Commission demande aux Etats membres de prendre des mesures pour limiter le contenu de la collecte d'informations dans les chaînes de valeur aux données couvertes par VSME, sans en préciser les modalités. En l'état ces dispositions porteraient atteinte à la liberté contractuelle.
- Il est donc proposé de maintenir la formulation actuelle sur l'abaissement du plafond d'information mais de supprimer l'obligation qui est prévue pour les Etats membres de prendre des dispositions afin d'en assurer l'effectivité.

Calendrier de simplification des ESRS

- La Commission indique qu'elle révisera la première série des *European Sustainability Reporting Standards* (ESRS) dès que possible, et au plus tard six mois après l'entrée en vigueur des modifications proposées par l'omnibus. La Commission peut-elle préciser ce calendrier ? Quel est le contenu du mandat fixé à l'EFRAG ?

Exemption des filiales

- La CSRD repose sur le principe d'une information consolidée. Cependant, la directive ne prévoit pas la possibilité pour les sociétés cotées sur un marché réglementé, lorsqu'elles sont filiales d'un grand groupe, de bénéficier de l'exemption de publication au titre de la consolidation. Afin de garantir une équité de traitement entre les entreprises cotées et non cotées et de ne pas désinciter à la cotation, la Commission envisagerait-elle de permettre à ces entreprises de bénéficier d'une exemption de publication au titre de la consolidation ?

Analyse de matérialité

- L'analyse de double-matérialité a été conçue comme un vecteur de proportionnalité de la réglementation. Dans son application, elle est cependant à l'origine d'un travail lourd, notamment en raison des modalités de vérification. La Commission considère-t-elle, au-delà de la révision annoncée de l'acte délégué, qu'une modification de la directive puisse être nécessaire ?

Cohérence de la CSRD avec la réglementation financière

- La redéfinition du champ d'application de la CSRD et de la révision à venir des ESRS pose la question de sa cohérence avec l'ensemble de la réglementation financière. Comment la Commission pense-t-elle articuler la révision de SFDR et des ESRS ? Comment envisage-t-

elle d'assurer la cohérence avec la réglementation prudentielle et les lignes directrices des autorités de supervision européennes ?

Secret des affaires

- L'article 19 bis de la directive comptable, telle qu'amendée par la CSRD, dispose que les Etats membres peuvent autoriser l'omission d'informations portant sur « des évolutions imminentes ou des affaires en cours de négociation dans des cas exceptionnels où, de l'avis dûment motivé des membres des organes d'administration, de direction et de surveillance […] la publication de ces informations nuirait gravement à la position commerciale de l'entreprise ». La Commission pourrait-elle préciser la portée de cette disposition ? Cette condition semble en effet particulièrement restrictive et ne permet pas de couvrir l'ensemble des informations qui nuiraient gravement à la position commerciale de l'entreprise. Afin d'assurer que la publication d'informations de durabilité ne porte pas atteinte aux intérêts stratégiques des entreprises et par conséquent à la compétitivité de l'économie européenne, la Commission considère-t-elle une extension possible des dispositions de l'article 19 bis ?

Mesures d'accompagnement

- Au vu de l'absence d'annonces de mesures d'accompagnement s'agissant de la mise en œuvre de la CSRD, qu'envisage la Commission pour guider les entreprises, notamment suite à la publication de l'Omnibus qui changerait les règles pour les entreprises, à la fois en termes de date d'application, seuil, et contenu du rapportage ?

Sort des entreprises de la vague 2

- La commission avait annoncé des mesures pour les entreprises de la vague 2. Qu'a-t-elle prévu pour celles qui se conformeraient aux mesures de transpositions internes (application pour l'exercice 2025) mais pour lesquelles l'omnibus prévoit un report d'entrée en vigueur de deux ans ?

Norme d'audit

- La Commission peut-elle expliquer le choix de reporter *sine die* l'adoption d'une norme européenne d'audit de durabilité ?
- Compte tenu des risques de fragmentation des pratiques d'audit européennes qui découleront de ce choix – utilisation de référentiels nationaux, recours à des standards internationaux, solution hybride entre les deux précédentes, etc. – en quoi cette suppression constitue une simplification ?
- Est-il prévu, au-delà des lignes directrices, un travail d'harmonisation des pratiques pour éviter que les différences entre les Etats membres créent *de facto* des distorsions de concurrence par une application différenciée de la CSRD ? Est-il prévu que les lignes directrices déterminent un référentiel de vérification de « l'image fidèle » donnée par informations de durabilité sur la situation de l'entreprise ?

[CS3D]

Responsabilité civile

- Compte tenu des différences majeures entre les traditions juridiques des Etats membres au sujet de la responsabilité civile, comment s'articulent les modifications de l'article 29 sur la responsabilité civile avec le principe fondateur de la directive de « garantie des conditions de concurrence équitables aux entreprises au sein du marché intérieur » ?

- L'étude d'impact[1] publiée par la Commission sur la CS3D affirmait que « une option potentielle de devoir de vigilance obligatoire sans régime de responsabilité civile a été écartée en raison du manque d'efficacité de mise en œuvre ». Après les modifications de l'article 29 sur la responsabilité civile, en quoi la Commission estime que la directive comporte les dispositions suffisantes pour être mise en œuvre efficacement ?

Plans de transition

- Les exigences sur les plans de transition de l'article 22 ont évolué de « adoptent et mettent en œuvre un plan de transition » à « adoptent un plan de transition […] y compris des actions de mise en œuvre ». Quelle est la portée exacte de cet article d'après la Commission ?Est-ce que cette évolution signifie que les obligations qui pèsent sur les entreprises deviennent des obligations de moyens par rapport à la formulation précédente qui laissait entendre qu'il s'agissait d'obligations de résultats ?
- Est-il prévu de clarifier le considérant 73 de la directive ou de l'intégrer dans un article du texte, en particulier sur la précision de la phrase suivante *« Bien que les entreprises doivent s'efforcer d'atteindre les objectifs de réduction des émissions de gaz à effet de serre figurant dans leurs plans, certaines circonstances particulières peuvent les conduire à ne pas pouvoir atteindre ces objectifs, car cela ne serait plus raisonnable »* ?
- La Commission prévoit-elle de préciser la façon de démontrer que le plan de transition sur le climat est « *Compatible avec la transition vers une économie durable et avec la limitation du réchauffement climatique à 1,5 °C conformément à l'Accord de Paris et à l'objectif de neutralité climatique établi dans le Règlement (UE) 2021/1119* » ?

Vérifications sur la chaine de valeur

- Les modifications apportées à l'article 8 conduisent à limiter les obligations de vigilance aux partenaires directs de rang 1, en précisant toutefois que lorsqu'une entreprise a des informations plausibles sur des risques concernant ses partenaires indirects, elle doit mener une évaluation approfondie également. Est-il prévu de définir précisément ce qu'est « une information plausible » ? Est-ce que les termes « informations fiables et pertinentes » ne seraient pas plus adaptés juridiquement ? Aussi, les informations doivent être « disponibles » pour la société – comment se définit cette disponibilité et l'entreprise doit-elle être proactive pour accéder à ces informations ?

Consultation des parties prenantes

- Les modifications apportées à l'article 13 conduisent à laisser le choix aux entreprises de consulter les parties prenantes « pertinentes » parmi la liste des parties prenantes figurant dans l'article et devant être consultées pour l'élaboration et la mise en œuvre de la politique de vigilance. Qu'est-il envisagé pour clarifier la façon de déterminer les parties prenantes « pertinentes » ?
- La proposition d'omnibus a supprimé de la définition des parties prenantes de l'article 3 *"Including the employees of the company's business partners and their trade unions and workers"* pour le remplacer par *"and of its business partners, and their trade unions and workers' representatives"*. S'agit-il d'un changement purement formel ou existe-t-il un changement de fond avec la nouvelle formulation concernant les employés des partenaires

[1] COMMISSION STAFF WORKING DOCUMENT IMPACT ASSESSMENT REPORT Accompanying the document Proposal for a DIRECTIVE OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL on Corporate Sustainability Due Diligence and amending Directive (EU) 2019/1937 – "A potential policy option covering a mandatory due diligence requirement without a civil liability regime has been discarded due to lack of effective enforcement"

commerciaux ? S'agit-il des partenaires directs comme pour les modifications de l'article ou bien de l'ensemble des partenaires commerciaux ?

- Est-il prévu de clarifier des termes ajoutés via la proposition d'omnibus à l'article 8 sur les parties prenantes telles que : « the **legitimate** representatives of those individuals or communities » et « individuals or communities whose rights or interests are or could be **directly** affected » ?

Suspension des relations commerciales

- Les modifications apportées à l'article 10 conduisent à supprimer la rupture des relations commerciales en dernier recours en cas de manquements graves, seule la suspension étant maintenue. La notion de suspension « temporaire » a toutefois été également supprimée, ouvrant la possibilité à une suspension indéfinie qui s'apparente à une rupture. Est-il prévu que la Commission clarifie les conditions dans lesquelles il peut être mis fin à la suspension et les conditions dans lesquelles une suspension indéfinie doit être envisagée ?
- Est-il prévu d'inclure une exception à l'obligation de suspendre les relations commerciales lorsque le partenaire commercial fournit une matière première, un produit ou un service essentiel à la production de biens ou à la prestation de services de l'entreprise et qu'il n'existe pas d'alternatives ?

Sanctions financières

- Les lignes directrices désormais prévues à l'article 27 pour aider les autorités de supervision à déterminer le niveau de sanctions prévoient-elles un haut niveau d'harmonisation des montants des sanctions pour éviter une distorsion de concurrence ?
- Est-ce que les sanctions financières de l'article 27 constituent un prolongement ou un doublon des exigences de l'article 12 : *« Les États membres veillent à ce que, lorsqu'une entreprise a causé, seule ou conjointement, une incidence négative réelle, elle y apporte réparation. »* ? Comment ces deux articles s'articulent-ils ?

ITALY

Antici Group on Simplification (AGS)

I Omnibus

IT Comments

- We thank the Commission for the work carried out so far and for the proposed amending directive, which appears well-balanced and reflects many of the suggestions put forward by Italy in its non-paper.
- The following remarks are preliminary, and we reserve to further elaborate our position as negotiations progress.

CSRD

ENSURING COHERENCE ACROSS THE SUSTAINABLE FINANCE FRAMEWORK

- The proposal's objective is clear: simplification and reducing burdens and costs are crucial to ensuring the sustainable finance framework remains applicable, particularly for companies with limited compliance resources.
- However, the proposal does not directly affect rules applicable to the financial sector. The proposed simplifications risks of being asymmetrical and ineffective, as the same companies excluded from reporting obligations by the Omnibus will still face information requests from banks, asset managers insurance companies, which in turn must comply with their respective sectoral regulations.
- Therefore, we ask that a clear commitment be included to carry out a targeted revision of financial sector regulations (SFDR, Pillar 3, CRD VI, Solvency II, etc.) within six months, in order to ensure full alignment with the objectives and simplifications introduced by the Omnibus proposal.

SCOPE

- We believe that setting the right thresholds for the applicability of the CSRD represents the most straightforward way to ensure proportionality to the discipline. **Two remarks** in this sense:
    1. We appreciate the proposed amendments to the definition of “large company” proposed by the Commission. Although, a step

forward shall be taken: in fact, to ensure consistency among the ESG framework, **we propose to align the threshold between CSRD and CS3D (in terms of net turnover (450m) and number of employees (>1000)).** This would also ensure consistency with the Taxonomy disclosures proposed under article 19b and 29aa;

2. **We propose the creation of a new category for mid-sized companies**, which should report under the voluntary SME standards (VSME). Possible range: net turnover: €50 million to €450 million; employees: 250 to 1,000.
   Key Reasons:
   a. Bridging the Information Gap – Limiting the CSRD to very large companies, as per the Commission's proposal, risks reducing essential ESG data flows, impacting transparency and informed decision-making.
   b. Facilitating ESG Financing – Companies outside the CSRD scope may struggle to access sustainable finance, as investors and banks require ESG disclosures.
   c. Ensuring Financial Stability – Including this category is crucial for financial institutions, which must comply with prudential disclosure requirements and assess ESG risks in their portfolios

VALUE CHAIN CAP AND VALUE CHAIN PERIMETER

- We support the value chain cap introduced in the proposal, which allows companies from the value chain to disclose only simplified information.
- On the cap we reiterate the concern already made: in case of inconsistency with the prudential and sectorial rules (such as those for the banking and insurance sector, as mentioned before), the companies through the value chain may be requested to disclose detailed (and not simplified, as meant under the proposal) information.
- While the proposed amendments to value-chain information flows are welcome in preventing trickle-down effects, they still lack alignment with the CS3D regulation and may fail to reflect a proportionate approach.
- To ensure cost efficiency and data reliability, companies could only engage with Tier 1 entities and should not be required to obtain additional information beyond what is included under VSME.

SEMPLIFICATION OF STANDARD BY THE EC

- We support the commitment to proceed with a simplification of the standards already adopted. **Clear indications should be given by the**

Commission to EFRAG in order to proceed most effectively in this regard.

- For example, **we would strongly support a simplification oriented to selecting (and prioritizing) only the strategic and quantitative information**, in order to ensure the disclosure of relevant and objective information to the market, avoiding uncertainty and speculation. **Such indications should be included in Level 1 regulation**.

SECTORAL STANDARD

- Sectoral standards should be put on hold, with efforts focused first on simplifying existing ones.
- Any new standard initiative should be aligned from the outset with the international framework under development by ISSB.
- EFRAG could instead prioritize sector-specific guidance, particularly for industries like banking. Guidelines should be concise and should provide practical examples.

EXEMPTION

- Proportionality shall be accompanied by simplification **and avoidance of double reporting**. **Consolidation in the parent company sustainability reporting** shall be ensured for all companies (including public interest entities like large listed companies, banks, and insurance companies).

ASSURANCE

- On the assurance guidelines we reserve to come back but we emphasize the importance of taking advantage of international frameworks (like for example the “International Standard on Sustainability Assurance 5000”, “IESBA’s International Ethics Standards for Sustainability Assurance” etc).
- We flag that with regard the assurance service providers based in non-eu countries, which shall be registered and supervised by Member States according to article 45 of the Audit Directive. Currently, the requirements provided under article 45 of the Audit Directive cannot be met (e.g. equivalent professional requirements) and the Committee of European Audit Oversight Bodies has acknowledged the issue since last November and those concerns will be disclosed in its annual report which will be published soon. We believe that the matter should be specifically addressed by postponing the application of the registration and supervision regime of third countries assurance providers for at least two years, in order to allow third countries to set up adequate system to be

recognised as equivalent to those provided under the CSRD in EU Member States. An alternative solution could be to suspend the application of the current art. 45 and to provide for a transitional period of at least two years allowing for a sort of “soft registration” (that could be done on the basis of the information on training, professional requirements and standards provided by these third country auditors in charge of the assurance of the sustainability reporting) with no supervision by the NCA. This solution is very similar to the one adopted in 2008 when the third country auditors regime was put in place for the first time through the audit directive.

CS3D

We thank the Commission for all the work done so far and for the proposal to amend the directive, which is quite balanced and incorporates many of the inputs Italy proposed in its non-paper.

TERMINATION OF BUSINESS RELATIONSHIP

- **We support the removal of the mandatory termination duty**, as it aligns with the broader goal of safeguarding companies' competitiveness and resilience, particularly in global markets.
- However, **clarity is needed on the implications of suspending a business relationship as a last-resort measure, especially when efforts to remediate with the supplier prove unsuccessful**. Without this, the framework's effectiveness may be weakened.

PERIMETER OF VALUE CHAIN

- **Focusing due diligence primarily on direct business partners is a key step in reducing administrative burdens** and creating a simpler, more efficient sustainability framework, which we strongly support.
- However, the proposal allows for extending due diligence beyond direct partners when "plausible information" suggests an adverse impact at the indirect partner level. **The definition and criteria for what qualifies as plausible information should be further clarified to ensure legal certainty and consistency.**
- With reference to the obligation of identifying and assessing actual and potential adverse impacts (under article 8 of the directive), we believe that the mapping due under article 2 lett a) should be limited to the information required under the VSME for all companies up to 1000 employees (and not only up to 500 as proposed by new paragraph 5), to ensure consistencies with the CSRD value chain cap provisions

CIVIL LIABILITY

- Regarding the proposed removal of the specific, EU-wide liability regime, we have a scrutiny reservation.

TRANSITION PLAN

- We welcome the replacement of the "put into effect" with the implementing actions of the plan.
- A unified definition of the transition plan for all relevant legislation, including the CSDDD still lacks. We plan to forward a wording proposal in this respect.

MAXIMUM HARMONISATION AND FINANCIAL SECTOR CLAUSE

- We believe the proposed amendments regarding the extension of the scope of maximum harmonization, as well as the SME shield (i.e., the limitation of information requests to the VSME standard vis-à-vis SME and SMC business partners for mapping adverse impacts), and the deletion of the review clause regarding financial services, all move in the right direction.

SANCTIONS

- We welcome the removal of the 'minimum cap' for fines.
- We flag possible overlaps with other legislation (such as the CSRD) at the sanctions level that should be addressed and removed (e.g., those related to transition plans and the disclosure of due diligence obligations) by streamlining the relevant legislation.

TRANSPOSITION

- The proposed requirements in Article 5 for Member States to transpose the Directive by [12 months after it comes into force] at the latest, and to communicate to the Commission the text of their transposing measures, should not be referred to the amendments to the CSDDD in order to avoid legal inconsistencies in case the transposition deadline of the Directive is earlier than that of the CSDDD.

LITHUANIA

Questions / comments to the Commission's Omnibus I proposal COM (2025)81

Article	Content of the changes proposed	Questions / comments
2 (10) (33 of 2013/34/EU)	*Amendments to Directive 2013/34/EU* New paragraph added: Member States shall ensure that the members of the administrative, management and supervisory bodies of an undertaking, acting within the competences assigned to them by national law, do not have collective responsibility for ensuring that the management report is prepared in accordance with Article 29d.	• On substance of the amended Article 33: In our opinion, collective responsibility of the administrative, management and supervisory bodies of an undertaking to draw up and to publish management report in accordance with all requirements should be defined equally to collective responsibility of these bodies regarding financial statements. Otherwise, it is not clear why administrative, management and supervisory bodies of an undertaking are collectively responsible for drawing up of financial statements in accordance with all requirements, inter alia – in accordance with Delegated Regulation (EU) 2019/815 and in case of drawing up of management report according to Delegated Regulation (EU) 2019/815 they are not collectively responsible. In our opinion, an important responsibility on drawing up of a management report in accordance with Article 29d should be clearly established in the Accounting Directive in order to ensure its proper fulfilment. • On clarity of provisions in Article 33: Provisions of the first paragraph, in our opinion, are in contrary to the provisions of the added paragraph as regards the collective responsibility of undertaking's bodies considering preparation (drawing up) of a management report in accordance with Article 29d.

LUXEMBOURG

LUXEMBOURG QUESTIONS AND COMMENTS REGARDING THE OMNIBUS I PROPOSAL

1. Requirements for audit firms issuing limited assurance opinions under art. 3(4) of Directive 2006/43/EC

We would like to draw the Commission's and the Member States' attention on the following concerns that have been raised by stakeholders.

According to article 3(4) of the Audit Directive, audit firms wishing to issue limited assurance opinions must fulfil a number of requirements relating to professional qualifications (see article 4 and articles 6 to 12 of the Audit Directive).

In the **final Q&As on CSRD Amendments to Directive 2013/34/EU** issued in the context of the transposition workshops, under reply **to question #70** the Commission specified that such requirements imply, in particular, that:

> The conditions referred to in Article 3(4) AuD cross-refer to Articles 4 and 6 to 12 AuD. The wording of Article 4 AuD covering good repute is broad enough to cover also the assurance of sustainability reporting and did not need to be amended by the CSRD, while Articles 6 to 12 AuD have been amended in order to explicitly include the assurance of sustainability reporting.
>
> Where a statutory auditor or audit firm wishes to be approved to provide assurance on sustainability reporting it will have to comply with all the relevant requirements in the AuD as regards the assurance of sustainability reporting, including the ones referred to in Articles 3(4) AuD. Compliance with these requirements is not mandatory where the statutory auditor or audit firm does not provide assurance on sustainability reporting.

This creates an undue administrative **constraint for audit professionals**. Given that because of the substantial reduction of the scope of entities falling within the scope of reportable undertakings that is currently envisaged under the Omnibus I proposal, fewer auditors will be participating to the process of issuing assurance engagements.

We are of the view that **such limitations could hence hamper competitiveness**, as they would likely have the effect of driving an indefinite number of stakeholders out of the sustainability audit market, thereby reducing the diversity and innovation to the ultimate detriment of the entire sector.

Therefore, we propose to amend the said article 3(4) of the Audit Directive so as to ensure that the conditions imposed by articles 4 and articles 6 to 12 only relate to statutory audit (and not to audit of sustainability information).

2. Corporate sustainability reporting for large listed parent undertakings that are both parent and subsidiary undertakings

The CSRD entails a duplication of sustainability reporting obligations for large undertakings with securities admitted to trading on an EU regulated market that are also **subsidiaries** of a parent undertaking subject to CSRD, which **cannot benefit from the exemption provided for under 19a(10) and 29a(9) of the Accounting Directive**.

This interpretation stems, in particular, from Recital 25 of CSRD and from the public FAQs published by the European Commission on 7 August 2024 under questions 19) and 24), which read as follows: In **FAQ 19**,: "*[…] Under Articles 19a(10) and 29a(9) of the Accounting Directive, large undertakings with securities admitted to trading on an EU regulated market – including where they are small and non-complex institutions, captive insurance undertakings and captive reinsurance undertakings and including where they are third-country undertakings – cannot avail of this exemption.*

This is repeated in **FAQ 24**, in which the EU Commission adds that such entities must report pursuant to the Transparency Directive: "*Under Articles 19a(10) and 29a(9) of the Accounting Directive, large undertakings with transferable securities admitted to trading on an EU regulated market – including where they are small and non-complex institutions, captive insurance undertakings, and captive reinsurance undertakings, and including where they are third-country undertakings – cannot be exempted from reporting sustainability information. They will therefore have to report sustainability information pursuant to Article 4(5) of the Transparency Directive and to Articles 19a/29a of the Accounting Directive."*

In the overall spirit of the Omnibus I package, we would see merit in providing simplification by amending Articles 19a(10) and 29a(9) of the Accounting Directive to grant the exemption to large undertakings that have securities listed on EU markets that are also subsidiaries of EU parent undertakings subject to CSRD.

MALTA

Malta's comments on the Proposal for a DIRECTIVE OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL amending Directives 2006/43/EC, 2013/34/EU, (EU) 2022/2464 and (EU) 2024/1760 as regards certain corporate sustainability reporting and due diligence requirements (CSRD and CSDDD)

Follow-up to the 24 March 2025 Antici Group (Simplification) (AGS) meeting, and in preparation for the 4 April AGS meeting

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Malta strongly advocates for a proportional approach to Environmental and Sustainability Governance (ESG) reporting, ensuring that regulatory compliance does not disproportionately impact smaller enterprises. Malta further acknowledges that the first Omnibus Simplification package concerning Corporate Sustainability Reporting Directive (CSRD), and Corporate Sustainability Due Diligence Directive (CSDDD) is resetting the balance between enhanced Corporate Governance in the area of Sustainability Reporting and Competitiveness.

When it comes to non-financial reporting, Malta would like to highlight that this is a new concept for national competent authorities, auditors/ assurance providers and the enterprises themselves. Having a phased-in approach and ensuring that the administrative burdens are kept within certain parameters is essential. The Omnibus Simplification Package will help reduce unnecessary bureaucratic hurdles, allowing small and medium-sized enterprises (SMEs) to focus on sustainable and profitable operations. A more straightforward reporting framework will also encourage greater participation in sustainable practices, driving long-term economic and environmental benefits.

In view of this, Malta supports prioritising measures that directly benefit SMEs, ensuring that they are not disproportionately affected by new regulations, while enabling their active contribution to the EU's sustainability and competitiveness objectives. At the same time, Malta would like to avoid a situation where the changes in the Content Proposal create discrepancies, and thus complexity (which is the opposite of the simplification agenda), for financial companies, whose sustainability reporting obligations under other regulations would remain, despite the lack of data available due to changes in the CSRD and CSDDD.

<u>Taxonomy reporting:</u> Reliefs in Taxonomy reporting (Art. 2(3) [new Art. 19b of Dir. 2013/34/EU], and (Art. 2(5)) [new Art. 29aa of Dir. 2013/34/EU]

Although Malta notes that the Commission shall elaborate further regarding the new partial alignment proposal via a delegated act as mandated by Article 19b (paragraph 5), Malta agrees with other Member States that have raised relevant technical questions regarding the newly proposed Article 19b (as well as Article 29aa) of the CSRD.

Questions have been raised on how the two new regimes introduced under these articles (opt-in regime, and the partial alignment regime) will function alongside the current Article 8 Taxonomy reporting regime. Some Member States have indicated that potential legal conflicts with national laws could arise because of the existence of three reporting regimes (opt-in, partial regime and Article 8 Taxonomy alignment).

While the Article 8 Taxonomy is established by directly applicable EU law because it is a regulation, the opt-in is introduced in the new provisions of the Accounting Directive 2013/34/EU, which will require national implementation. This may lead to legal differences between countries due to variations in how the new CSRD Articles 19b and 29aa are implemented.

In this context, Malta would still like to understand to what extent will partial alignment have different disclosure requirements from full alignment.

Furthermore, Malta calls for the Commission to carry out assessments on impacts of the Taxonomy reporting proposal with other sustainable finance regulation. In particular, we would like to ask whether an evaluation has been conducted to determine the potential impact of these proposed changes on EU Green Bonds. Understanding the extent to which these amendments might influence the framework or reporting requirements for EU Green Bonds is crucial, because the issuance of such debt financing is what is currently putting the EU as a frontrunner in terms of competitiveness in sustainable finance.

Adjusted transposition of sustainability reporting requirements: (Article 3) [Art. 5(2) of Dir. (EU) 2022/2464]

During the COREPER II meeting of 26 March 2025, the Commission submitted a statement to the COREPER minutes, which includes its commitment to address concerns about the uneven playing field during the negotiations of the proposal amending the Accounting Directive, the Audit Directive, the CSRD and the CSDDD as regards certain corporate sustainability reporting and due diligence requirements ('Content Proposal'), to proposing swiftly a solution to address concerns related to the phasing in of additional ESRS data points for 'wave one' companies in 2026, via a quick-fix to the ESRS delegated act, and to working as quickly as possible on an overall revision of the ESRS delegated act and not later than 6 months after the entry into force of the revised CSRD.

Malta reiterates its concern with respect to enterprises that are part of the first wave (employing between 500-1,000 employees), and the need for a level playing field between these first wave companies and other waves.

Following the entry into force of the scope threshold changes under the Content Proposal, these businesses will have the option to go for voluntary reporting or else opt to stop reporting.

Malta considers that the best way forward would be a full opt-out option for first wave companies during the interim period and invites the Commission to align any drafting suggestions it proposes on this matter within the Article 2 on scope, to be also reflected in Article 3 of the Content Proposal for consistency.

NETHERLANDS

Stakeholder definition

- Does the limitation of the stakeholder definition mean that companies always have to consult the groups included in the definition in order to comply with the CSDDD, even if other stakeholders are more relevant in a specific situation?

Termination/suspension of business relationships

- The duty to terminate a business relationship in the case of adverse impacts has been replaced by a duty to suspend the business relationship as a last resort. This proposal does not provide a solution for situations in which due diligence is made difficult or impossible for companies. Could the Commission clarify what is expected of companies in such situations? What is expected of companies in cases where there is no improvement (should the suspension be indefinite)?

Civil liability

- Is it the Commission's opinion that access to justice is sufficiently guaranteed in all Member States?
- What is the rationale behind the deletion of art. 29 (3) (sub d) – 'the possibility for victims to authorize representatives to bring actions'?
- Does the Commission see a risk of 'forum shopping' in Member States, where parties might choose the most favorable regime of the 27 national regimes?

POLAND

Questions to the European Commission
regarding the Omnibus I proposals for CS3D

- Regarding the proposal for art. 22(1), PL would like the Commission to clarify, what is meant by implementing actions. Should they be defined as all the actions to be taken by the entity, considering their transition plan for climate change mitigation, or selected actions that the entity would like to commit itself to? Is there an obligation to complete or put into effect these implementing actions? If not, what is the purpose of including them in the proposal?
- Regarding the proposal for amendment of art. 15(8), PL would like to inquire about the specific conditions that would require an entity to perform an ad hoc assessment. Is “plausible information” referred to in proposal for art. 8(2a) the main or only condition for conducting an ad hoc assessment? If not, are these specific conditions going to be outlined in the implementation guidelines?

PORTUGAL

PT comments on CSRD and CSDDD
31.03.2025

General remarks

Overall, PT supports the changes proposed, particularly the simplification of the ESRS by removing data points from the CSRD that are not strictly necessary for users. This approach appropriately considers company size rather than whether they are market-financed, while still ensuring interoperability with other standards, especially the ISSB global standard.

We advocate for consistency in the scopes and concepts applied across the CSRD and CSDDD and emphasize the need for any simplifications to align with those introduced in the reviews of the Taxonomy and the SFDR.

Additionally, we support the development of proportional, clear, and voluntary standards that facilitate the provision of simple, relevant, reliable, and comparable information.

In-dept assessment and «plausible information» [article 8 (2)]

Regarding our written comments from March 20th on in-dept assessment and «plausible information» [article 8 (2)] and the Commission request for more detail in the Simplification Antici Group on March 24th, we add the following:

Regarding our written comments from March 20th on in-depth assessment and «plausible information» [Article 8(2)] and the request from the Commission to have more details, we would like to add the following: the purpose of our comment was to highlight that referencing an indeterminate concept such as «plausible information» – especially one that could be subject to judicial and administrative challenges – creates significant uncertainty and compliance costs for companies, as the boundaries of plausibility may be inherently subjective.

Our reference to the «*risk-based approach*» and the principle of proportionality was intended to help define the scope of this obligation, both positively and negatively, in relation to companies' duty to assess the plausibility of all collected or received information. A company with thousands of commercial partners beyond tier 1 gathers or has access to a vast amount of information but neither

does nor can assess the plausibility of all of it; therefore, we suggested clarifying that a «*riskbased approach*» should also apply when assessing the plausibility of such information.
We would give three examples:

- given the volume of information received, companies should prioritize analyzing the plausibility of information relating to commercial partners with a high-risk activity or from high-risk geographical regions in first place and only then the remaining ones.

- given the volume of information received, companies should prioritize analyzing the plausibility of a negative effect on human rights or the environment of nontier 1 commercial partners of those for which it has received the most complaints, notifications or is objectively aware of the possible adverse impact.

- companies should prioritize to analyze the plausibility of a negative effect on human rights or the environment of tier 2 commercial partners rather that tier 3.

These suggestions (strengthening the «*risk-based approach*» and the principle of proportionality) are intended to assist both companies and supervisory authorities in conducting or evaluating the due diligence process; they aim to limit the scope of the indeterminate concept being used while ensuring the systematic coherence of the directive and the due diligence framework.

Penalties [article 27]

We have serious legal concerns regarding the compliance of the new paragraph 4 with the EU legal framework, particularly because penalties should be established in the main legislative act – adopted through the Ordinary Legislative Procedure – rather than in "guidance" issued by the Commission without the involvement of the co-legislators.

Furthermore, the removal of «turnover-based penalties» under the pretext of simplification sets a potentially harmful precedent, suggesting that «turnover-based penalties» are inherently burdensome. This approach is risky because several important European legislative acts employ «turnover-based penalties».

If we assume that such penalties contradict the principle of simplification and should be removed, it could set a precedent, leading to pressure to eliminate them from other legislation that follows a similar approach. This could also *open the door* to challenges regarding their necessity,

proportionality, and adequacy (legally or politically), particularly in areas and/or legislative acts such as Competition, Data Protection, the Digital Services Act, the Digital Markets Act, to name a few. We therefore recommend caution.