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WORKING DOCUMENT

From:	General Secretariat of the Council
To:	Working Party on Company Law
Subject:	Background document in view of the Company Law WP meeting on 2 June

Delegations will find attached a background document in view of the Company Law Working Party meeting on Tuesday 2 June.

Background note from the Commission services

The purpose of the Working Party is to discuss the formation of an EU Inc. company and the associated processes and digital systems. The provisions related to formation of an EU Inc. company are a key part of the proposed corporate legal framework. They respond to a strong call from businesses, in particular the startup community, for more efficient, quicker, digital, user-friendly and less costly procedures to set up companies in the EU.

The consultations confirmed a particularly strong call for a single access point/interface so that founders could set up a company digitally through one interface without having to seek out, understand and navigate through 27 divergent national systems/websites. The EU central interface aims to respond to this call by providing a single, uniform access point regardless of the Member Sate of registration. It does so by building on the existing BRIS interconnection and on national business registers as it will be part of the European electronic access point to BRIS.

The EU central interface securely transmits the application form and the articles of association via BRIS directly to the relevant national business register. It also provides information, including the EU templates, the application form, detailed guidance in all EU languages and information about intellectual property rights in the context of the choice of the company name. It is essential that the interface is user-friendly and self-explanatory, so as to really make things simple for founders. However, the proposal keeps in parallel the possibility to form an EU Inc. company directly with national business registers.

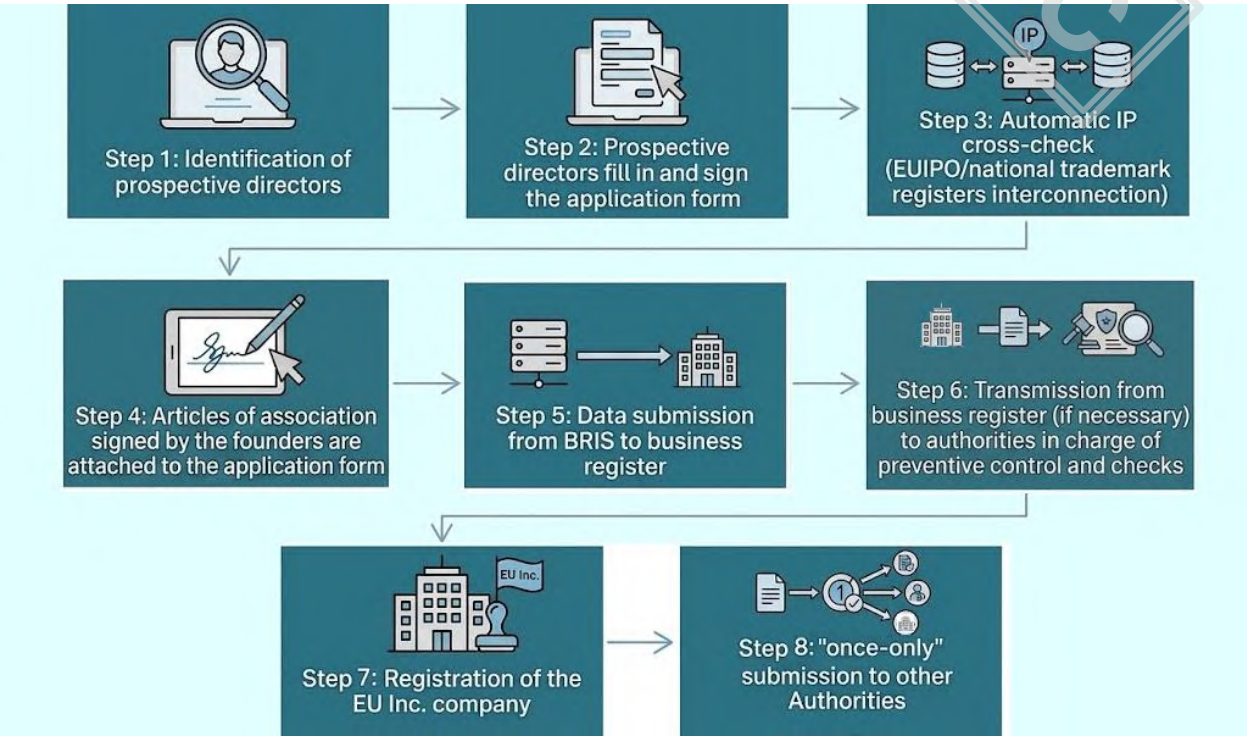
In addition, the proposal includes a number of features, such as standardised and multilingual application form and EU templates for standard articles of association, fully digital proceedings, deadlines and a price cap to complete fast track formation, to make the proposed system time and cost-efficient. At the same time, with a view to ensuring a balanced and legally sound approach, the proposal embeds mandatory checks and controls and eIDAS-based digital identity checks in the formation process (as well as for all subsequent filings by EU Inc. companies), while leaving it to Member States to decide whether preventive control is carried out by an administrative or judicial authority or by a notary.

The proposal also provides for the 'once-only' transmission of EU Inc. company information between business registers and relevant authorities responsible for issuing TIN, VAT numbers as well as social security authorities and beneficial ownership registers. This not only reduces the administrative burden for founders but also serves as a safeguard against fraud by ensuring that all public authorities have access to and share the same EU Inc. company information.

The deadlines for EU Inc. registration do not apply to the verification of the beneficial ownership (BO) information or to the issuance of the tax and VAT identification number. The beneficial ownership registers will carry out the verification of the beneficial information in accordance with

Directive (EU) 2024/1640[1]. Overall, the proposed corporate framework is complementary to anti-money laundering (AML) standards (in particular FATF recommendation 24 on Transparency and beneficial ownership of legal persons) and the EU AML acquis.

The purpose of the discussion at the 2nd June working party meeting is to focus, through a holistic view, on the different steps to form an EU Inc. company through the central interface. The chart below shows which main steps need to be taken to form an EU Inc. through the central interface:



[1] Directive - EU - 2024/1640 - EN - AMLD6 - EUR-Lex