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COMMISSION IMPLEMENTING REGULATION (EU) .../...

of XXX

laying down rules for the application of Directive (EU) 2017/1132 of the European Parliament and of the Council as regards technical specifications and procedures for the system of interconnection of registers and repealing Commission Implementing Regulation (EU) 2020/2244

(Text with EEA relevance)

This draft has not been adopted or endorsed by the European Commission. Any views expressed are the preliminary views of the Commission services and may not in any circumstances be regarded as stating an official position of the Commission.

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(Text with EEA relevance)

THE EUROPEAN COMMISSION,

Having regard to the Treaty on the Functioning of the European Union,

Having regard to Directive (EU) 2017/1132 of the European Parliament and of the Council of 14 June 2017 relating to certain aspects of company law¹, and in particular Articles 13i(5) and 24 thereof,

Whereas:

- (1) Commission Implementing Regulation (EU) 2015/884² set out the technical specifications and procedures required for the system of interconnection of registers established by Directive 2009/101/EC of the European Parliament and of the Council³, which has been codified and repealed by Directive (EU) 2017/1132. Further procedures for the system of interconnection of registers have subsequently been introduced in Directive (EU) 2017/1132 by Directive (EU) 2019/1151 of the European Parliament and of the Council⁴. Commission Implementing Regulation (EU) 2020/2244⁵ set out the corresponding technical specifications and procedures and repealed Implementing Regulation (EU) 2015/884. Finally, new procedures for the system of interconnection of registers have been introduced in Directive (EU) 2017/1132 by Directive (EU) 2019/2121 of the European Parliament and of the Council⁶ together with a requirement for the Commission to adopt an implementing

¹ OJ L 169, 30.6.2017, p. 46.

² Commission Implementing Regulation (EU) 2015/884 of 8 June 2015 establishing technical specifications and procedures required for the system of interconnection of registers established by Directive 2009/101/EC of the European Parliament and of the Council (OJ L 144, 10.6.2015, p. 1).

³ Directive 2009/101/EC of the European Parliament and of the Council of 16 September 2009 on coordination of safeguards which, for the protection of the interests of members and third parties, are required by Member States of companies within the meaning of the second paragraph of Article 48 of the Treaty with a view to making such safeguards equivalent (OJ L 258, 1.10.2009, p.11).

⁴ Directive (EU) 2019/1151 of the European Parliament and of the Council of 20 June 2019 amending Directive (EU) 2017/1132 as regards the use of digital tools and processes in company law (OJ L 186, 11.7.2019, p. 80).

⁵ Commission Implementing Regulation (EU) 2020/2244 of 17 December 2020 laying down rules for the application of Directive (EU) 2017/1132 of the European Parliament and of the Council as regards technical specifications and procedures for the system of interconnection of registers and repealing Commission Implementing Regulation (EU) 2015/884 (OJ L 439, 29.12.2020, p. 1).

⁶ Directive (EU) 2019/2121 of the European Parliament and of the Council of 27 November 2019 amending Directive (EU) 2017/1132 as regards cross-border conversions, mergers and divisions (OJ L 321, 12.12.2019, p. 1).

act setting out the corresponding technical specifications and procedures by 2 July 2021.

- (2) It is necessary to lay down technical specifications defining the methods of exchange of information between the register of the company and the register of the branch in case a branch is opened or closed or when changes occur in the data and information of the company.
- (3) There is a need to specify what should be the detailed list of data when providing information between the register of the company and the register of the branch in order to ensure efficient exchange of data.
- (4) The procedure and technical requirements for the connection of the optional access points for Commission or other Union institutions, bodies, offices or agencies to the platform needs to be specified to ensure consistent rules for the establishment of such access points.
- (5) For the exchange of information on disqualified directors established by Directive (EU) 2019/1151 detailed arrangements and technical details need to be laid down to ensure effective, efficient and prompt exchange of information.
- (6) There is a need to specify what should be the detailed list of data to be transmitted for the purpose of exchanging information between registers and for the purposes of disclosure as referred to in Articles 86g, 86n, 86p, 123, 127a, 130, 160g, 160n and 160p of Directive (EU) 2017/1132, in order to ensure efficient exchange of data in cross-border operations.
- (7) In order to ensure clarity and legal certainty, all the procedures and technical specifications for the system of interconnection of registers required by Directive (EU) 2017/1132 should be included in a single Implementing Regulation. Implementing Regulation (EU) 2020/2244 should therefore be repealed and the technical specifications and procedures set out in that Implementing Regulation should be included in this Regulation.
- (8) Any processing of personal data under this Regulation is subject to Regulation (EU) 2016/679 of the European Parliament and of the Council⁷ and Regulation (EU) 2018/1725 of the European Parliament and of the Council⁸, as applicable.
- (9) The European Data Protection Supervisor was consulted in accordance with Article 42(1) of Regulation (EU) 2018/1725 and delivered an opinion on 10 March 2021.
- (10) The measures provided for in this Regulation are in accordance with the opinion of the Committee on the Interconnection of Central, Commercial and Companies Registers,

⁷ Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation) (OJ L 119, 4.5.2016, p. 1).

⁸ Regulation (EU) 2018/1725 of the European Parliament and of the Council of 23 October 2018 on the protection of natural persons with regard to the processing of personal data by the Union institutions, bodies, offices and agencies and on the free movement of such data, and repealing Regulation (EC) No 45/2001 and Decision No 1247/2002/EC(OJ L 295, 21.11.2018, p. 39).

HAS ADOPTED THIS REGULATION:

Article 1

The technical specifications and procedures for the system of interconnection of registers referred to in Article 22(2) of Directive (EU) 2017/1132 are set out in the Annex.

Article 2

Implementing Regulation (EU) 2020/2244 is repealed.

References to the repealed Implementing Regulation (EU) 2015/884 and to Implementing Regulation (EU) 2020/2244 shall be construed as references to this Regulation.

Article 3

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

This Regulation shall be binding in its entirety and directly applicable in all Member States.

Done at Brussels,

For the Commission
The President
Ursula VON DER LEYEN