

# EUROPEAN PARLIAMENT

2004



2009

Committee on Legal Affairs

12.6.2007

PE 390.596v01-00

## AMENDMENTS 4-5

### Draft report

(PE 388.714v02-00)

### Piia-Noora Kauppi

Proposal for a directive of the European Parliament and of the Council amending Council Directive 78/855/EEC concerning mergers of public limited liability companies and Council Directive 82/891/EEC concerning the division of public limited companies as regards the requirement for an independent expert's report on the occasion of a merger or a division

Proposal for a directive (COM(2007)0091 – C6-0082/2007 – 2007/0035(COD))

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Text proposed by the Commission

Amendments by Parliament

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### Amendment by Piia-Noora Kauppi

#### Amendment 4 RECITAL 4

(4) There is no reason to require such an examination by an independent expert if all the shareholders agree that it may be dispensed with.

(4) There is no reason to require such an examination by an independent expert **for the shareholders** if all the shareholders agree that it may be dispensed with. **Any amendment of Directives 78/855/EEC and 82/891/EEC allowing such agreement by shareholders should be without prejudice to the systems of protection of the interests of creditors of the companies involved to be established by Member States in accordance with these Directives as well as to any rules aimed at ensuring the information of the employees of the companies involved.**

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*Justification*

*The Amendment takes on board the ECON opinion.*

Amendment by Marie Panayotopoulos-Cassiotou

Amendment 5

ARTICLE 3, PARAGRAPH 1, SUBPARAGRAPH 1

1. Member States shall bring into force the laws, regulations and administrative provisions necessary to comply with this Directive **by 31 July 2008 at the latest**. They shall forthwith communicate to the Commission the text of those provisions and a correlation table between those provisions and this Directive.

1. Member States shall bring into force the laws, regulations and administrative provisions necessary to comply with this Directive **within 18 months from the date of its entry into force**. They shall forthwith communicate to the Commission the text of those provisions and a correlation table between those provisions and this Directive.

Or. en

*Justification*

*The 18 months transposition period aims to take into account the difficulties faced by smaller Member States which are expected to face more difficulties than the bigger ones, if ambitious deadlines are imposed.*