



2018/0114(COD)

25.9.2018

AMENDMENTS

364 - 593

Draft report
Evelyn Regner
(PE625.524v02-00)

Cross-border conversions, mergers and divisions

Proposal for a directive
(COM(2018)0241 – C8-0167/2018 – 2018/0114(COD))

Amendment 364

Jens Rohde, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 2

Text proposed by the Commission

Amendment

2. The report referred to in paragraph 1, shall in particular explain the following:

deleted

(a) the implications of the cross-border conversion on the future business of the company and on the management's strategic plan;

(b) the implications of the cross-border conversion on the safeguarding of employment relationships;

(c) any material changes in the conditions of employment and in the location of the company's places of business;

(d) whether the factors set out in points (a), (b) and (c) also relate to any subsidiaries of the company.

Or. en

Amendment 365

Evelyn Regner, Sergio Gaetano Cofferati, Jytte Guteland

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 2 – point a (new)

Text proposed by the Commission

Amendment

(-a) the reasons of the cross-border conversion;

Amendment 366
Geoffroy Didier

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 f – paragraph 2 – point a

Text proposed by the Commission

Amendment

(a) the implications of the cross-border conversion on the future business of the company and on the management's strategic plan;

deleted

Or. fr

Amendment 367
Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 f – paragraph 2 – point a a (new)

Text proposed by the Commission

Amendment

(aa) the reasons of the conversion

Or. en

Amendment 368
Geoffroy Didier

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 f – paragraph 2 – point b

Text proposed by the Commission

Amendment

(b) the implications of the cross-border conversion on the safeguarding of employment relationships;

deleted

Or. fr

Amendment 369

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 2 – point b

Text proposed by the Commission

Amendment

(b) the implications of the cross-border conversion on the safeguarding of employment relationships;

(b) the implications of the cross-border conversion on the safeguarding of employment relationships *and employee involvement*

Or. en

Amendment 370

Daniel Buda

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 1 – paragraph 2 – point b

Text proposed by the Commission

Amendment

(b) the implications of the cross-border conversion on the safeguarding of employment relationships;

(b) the implications of the cross-border merger *on employees and* on the safeguarding of employment relationships;
(This amendment applies throughout the text. Adopting it will necessitate corresponding changes throughout.)

Or. ro

Amendment 371
Geoffroy Didier

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 f – paragraph 2 – point c

Text proposed by the Commission

(c) *any material changes in the conditions of employment and in the location of the company's places of business;*

Amendment

deleted

Or. fr

Amendment 372
Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 f – paragraph 2 – point c

Text proposed by the Commission

(c) any material changes in the conditions of employment and in the location of the company's places of business;

Amendment

(c) any material changes in the conditions of employment *laid down by law and collective agreements and transnational company agreements (TCAs)* and in the location of the company's places of business,

Or. en

Amendment 373
Pascal Durand
on behalf of the Verts/ALE Group

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 f – paragraph 2 – point c

Text proposed by the Commission

(c) any material changes in the conditions of employment and in the location of the company's places of business;

Amendment

(c) any material changes in the conditions of employment, ***including the conditions laid down in law and collective agreements***, and in the location of the company's places of business;

Or. en

Amendment 374
Geoffroy Didier

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 f – paragraph 2 – point d

Text proposed by the Commission

(d) ***whether the factors set out in points (a), (b) and (c) also relate to any subsidiaries of the company.***

Amendment

deleted

Or. fr

Amendment 375
Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive on cross border mergers
Article 86 f – paragraph 2 – point d

Text proposed by the Commission

(d) whether the factors set out in points (a), (b) and (c) also relate to any subsidiaries of the company.

Amendment

(d) whether the factors set out in points (a), (b) and (c) also relate to any subsidiaries, ***branches or controlled undertaking according to Article 3 of Directive 2009/38/EC*** of the company.

Or. en

Amendment 376

Evelyn Regner, Sergio Gaetano Cofferati, Jytte Guteland

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 2 – point d

Text proposed by the Commission

(d) whether the factors set out in points (a), (b) and (c) also relate to any subsidiaries of the company.

Amendment

(d) whether the factors set out in points (a), (b) and (c) also relate to any subsidiaries, ***branches or controlled undertakings according to Article 3 of the Directive 2009/38/EC*** of the company.

Or. en

Amendment 377

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 2 – point d

Text proposed by the Commission

(d) whether the factors set out in points (a), (b) and (c) also relate to any subsidiaries of the company.

Amendment

(d) whether the factors set out in points (a), (b) and (c) also relate to any subsidiaries, ***branches or controlled undertakings according to art 3 of Directive 2009/38/EC*** of the company.

Or. en

Amendment 378

Daniel Buda

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132
Article 1 – paragraph 2 – point d

Text proposed by the Commission

(d) whether the factors set out in points (a), (b) and (c) also relate to any subsidiaries of the company.

Amendment

(d) whether the factors set out in points (a), (b) and (c) also relate to any subsidiaries **or branches** of the company.

Or. ro

Amendment 379
Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 f – paragraph 2 – point d a (new)

Text proposed by the Commission

Amendment

(da) where appropriate, information on the procedures by which arrangements for the involvement of employees in the definition of their rights to participation in the converted company are determined pursuant to Article 86l and on the possible options for such arrangements

Or. en

Amendment 380
Pascal Durand
on behalf of the Verts/ALE Group

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 f – paragraph 2 – point d a (new)

Text proposed by the Commission

Amendment

(da) where appropriate, information on the procedures by which arrangements for the involvement of employees in the

definition of their rights to participation in the converted company are determined pursuant to Article 86l and on the possible options for such arrangements;

Or. en

Amendment 381

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 2 – point d b (new)

Text proposed by the Commission

Amendment

(db) the implications of the cross-border conversion on the future business of the company and on the management's strategic plan

Or. en

Amendment 382

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 2 – point d b (new)

Text proposed by the Commission

Amendment

(db) the implications of the cross-border conversion on the future business of the company and on the management's strategic plan;

Or. en

Amendment 383

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 2 – point d c (new)

Text proposed by the Commission

Amendment

(dc) the implications of the cross-border conversions for members;

Or. en

Amendment 384

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 2 – point d c (new)

Text proposed by the Commission

Amendment

(dc) the implications of the cross-border conversion for members;

Or. en

Amendment 385

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 2 – point d d (new)

Text proposed by the Commission

Amendment

(dd) the rights and remedies available to members opposing the conversion in accordance with Art. 86j

Amendment 386

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 2 – point d d (new)

Text proposed by the Commission

Amendment

(dd) the rights and remedies available to members opposing the conversion in accordance with Article 86j

Or. en

Amendment 387

Jens Rohde, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 3

Text proposed by the Commission

Amendment

3. The report referred to in paragraph 1 of this Article, shall be made available, at least electronically, to the representatives of the employees of the company carrying out the cross-border conversion or, where there are no such representatives, to the employees themselves not less than two months before the date of the general meeting referred to in Article 86i. That report shall also be made similarly available to the members of the company carrying out the cross-border conversion.

deleted

Or. en

Amendment 388

Luis de Grandes Pascual, Axel Voss

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 3

Text proposed by the Commission

Amendment

3. The report referred to in paragraph 1 of this Article, shall be made available, at least electronically, to the representatives of the employees of the company carrying out the cross-border conversion or, where there are no such representatives, to the employees themselves not less than two months before the date of the general meeting referred to in Article 86i. That report shall also be made similarly available to the members of the company carrying out the cross-border conversion.

deleted

Or. en

Amendment 389

Geoffroy Didier

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 3

Text proposed by the Commission

Amendment

3. The report referred to in paragraph 1 of this Article, shall be made available, at least electronically, to the representatives of the employees of the company carrying out the cross-border conversion or, where there are no such representatives, to the employees themselves not less than two months

deleted

before the date of the general meeting referred to in Article 86i. That report shall also be made similarly available to the members of the company carrying out the cross-border conversion.

Or. fr

Amendment 390

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 3

Text proposed by the Commission

3. The report referred to in paragraph 1 of this Article, shall be made available, at least electronically, to the representatives of the employees of the company carrying out the cross-border conversion or, where there are no such representatives, to the employees themselves not less than two months before the date of the general meeting referred to in Article 86i. That report shall also be made similarly available to the members of the company carrying out the cross-border conversion.

Amendment

3. The report referred to in paragraph 1 of this Article, shall be made available, at least electronically, to the ***European Works Council, the*** representatives of the employees of ***the company and the trade unions in*** the company carrying out the cross-border conversion or, where there are no such representatives, to the employees themselves not less than two months before the date of the general meeting referred to in Article 86i. That report shall also be made similarly available to the members of the company carrying out the cross-border conversion.

Or. en

Amendment 391

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 3

Text proposed by the Commission

3. The report referred to in paragraph 1 of this Article, shall be made available, at least electronically, to the representatives of the employees of the company carrying out the cross-border conversion or, where there are no such representatives, to the employees themselves not less than two months before the date of the general meeting referred to in Article 86i. That report shall also be made similarly available to the members of the company carrying out the cross-border conversion.

Amendment

3. The report referred to in paragraph 1 of this Article, shall be made available, at least electronically, to the representatives of the employees of the company carrying out the cross-border conversion or, where there are no such representatives, to the employees themselves ***and to the European Works Council, where applicable***, not less than two months before the date of the general meeting referred to in Article 86i. That report shall also be made similarly available to the members of the company carrying out the cross-border conversion.

Or. en

Amendment 392

Evelyn Regner, Jytte Guteland, Sergio Gaetano Cofferati

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 3 a (new)

Text proposed by the Commission

Amendment

3a. The European Works Councils, where applicable, the national employee' representation bodies and the trade unions represented in the company shall have appropriate resources to conduct a thorough analysis on the report.

Or. en

Amendment 393

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 3 a (new)

Text proposed by the Commission

Amendment

3a. *The European Works Councils, where applicable, the national employee' representation bodies and the trade unions represented in the company shall have appropriate resources to conduct a thorough analysis on the report.*

Or. en

Amendment 394

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 3 a (new)

Text proposed by the Commission

Amendment

3a. *The European Works Councils, where applicable, the national employee representation bodies and the trade unions represented in the company shall have appropriate resources to conduct a thorough analysis on the report.*

Or. en

Amendment 395

Jens Rohde, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 4

Text proposed by the Commission

Amendment

4. *Where the management or administrative organ of the company*

deleted

carrying out the cross-border conversion receives, in good time, an opinion from the representatives of their employees or, where there are no such representatives, from the employees themselves, as provided for under national law, the members shall be informed thereof and that opinion shall be appended to that report.

Or. en

Amendment 396

Luis de Grandes Pascual, Axel Voss

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 4

Text proposed by the Commission

Amendment

4. *Where the management or administrative organ of the company carrying out the cross-border conversion receives, in good time, an opinion from the representatives of their employees or, where there are no such representatives, from the employees themselves, as provided for under national law, the members shall be informed thereof and that opinion shall be appended to that report.*

deleted

Or. en

Amendment 397

Geoffroy Didier

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 4

Text proposed by the Commission

Amendment

4. *Where the management or administrative organ of the company carrying out the cross-border conversion receives, in good time, an opinion from the representatives of their employees or, where there are no such representatives, from the employees themselves, as provided for under national law, the members shall be informed thereof and that opinion shall be appended to that report.*

deleted

Or. fr

Amendment 398

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 4 a (new)

Text proposed by the Commission

Amendment

4a. *The Executive management or the administrative organ of the company which intends to carry out the cross-border conversion, shall provide a motivated response on the opinion provided by employee before the date of the general meeting referred to in Article 86i .*

Or. en

Amendment 399

Evelyn Regner, Sergio Gaetano Cofferati, Jytte Guteland

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 4 a (new)

Text proposed by the Commission

Amendment

4a. *The executive management or the administrative organ of the company which intends to carry out the cross-border conversion, shall provide a motivated response on the opinion provided by employee before the date of the general meeting referred to in Article 86i.*

Or. en

Amendment 400

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 4 a (new)

Text proposed by the Commission

Amendment

4a. *The Executive management or the administrative organ of the company which intends to carry out the cross-border conversion, shall provide a motivated and written response to the employee opinion before the date of the general meeting referred to in Article 86i.*

Or. en

Amendment 401

Geoffroy Didier

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 5

Text proposed by the Commission

Amendment

5. *However, where a company carrying out the cross-border conversion and its subsidiaries, if any, have no employees other than those who form part of the management or administrative organ, the report referred to in paragraph 1 shall not be required.*

deleted

Or. fr

Amendment 402

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 5

Text proposed by the Commission

Amendment

5. *However, where a company carrying out the cross-border conversion and its subsidiaries, if any, have no employees other than those who form part of the management or administrative organ, the report referred to in paragraph 1 shall not be required.*

deleted

Or. en

Amendment 403

Luis de Grandes Pascual, Axel Voss

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 5

Text proposed by the Commission

Amendment

5. *However, where a company carrying out the cross-border conversion and its subsidiaries, if any, have no*

deleted

employees other than those who form part of the management or administrative organ, the report referred to in paragraph 1 shall not be required.

Or. en

Amendment 404

Jens Rohde, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 5

Text proposed by the Commission

Amendment

5. However, where a company carrying out the cross-border conversion and its subsidiaries, if any, have no employees other than those who form part of the management or administrative organ, the report referred to in paragraph 1 shall not be required.

deleted

Or. en

Amendment 405

Geoffroy Didier

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 f – paragraph 6

Text proposed by the Commission

Amendment

6. Paragraphs 1 to 6 are without prejudice to the applicable information and consultation rights and proceedings instituted at national level following the transposition of Directives 2002/14/EC or 2009/38/EC.

deleted

Amendment 406
Jens Rohde, António Marinho e Pinto

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 f – paragraph 6

Text proposed by the Commission

Amendment

6. Paragraphs 1 to 6 are without prejudice to the applicable information and consultation rights and proceedings instituted at national level following the transposition of Directives 2002/14/EC or 2009/38/EC.

deleted

Or. en

Amendment 407
Luis de Grandes Pascual, Axel Voss

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 f – paragraph 6

Text proposed by the Commission

Amendment

6. Paragraphs 1 to 6 are without prejudice to the applicable information and consultation rights and proceedings instituted at national level following the transposition of Directives 2002/14/EC or 2009/38/EC.

deleted

Or. en

Amendment 408
Sajjad Karim

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – title

Text proposed by the Commission

Amendment

Article 86g
Examination by an independent expert

deleted

Or. en

Amendment 409
Jens Rohde, António Marinho e Pinto

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – title

Text proposed by the Commission

Amendment

Article 86g
Examination by *an independent expert*

Article 86g
Examination by *the competent authority*

Or. en

Amendment 410
Jiří Maštálka

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – title

Text proposed by the Commission

Amendment

Article 86g
Examination by *an independent expert*

Article 86g
Examination by *the competent authority*

Or. en

Amendment 411
Geoffroy Didier

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – title

Text proposed by the Commission

Article 86g
Examination by *an independent expert*

Amendment

Article 86g
Examination by *the competent authority*

Or. fr

Amendment 412
Pascal Durand
on behalf of the Verts/ALE Group

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – title

Text proposed by the Commission

Article 86g
Examination by *an independent expert*

Amendment

Article 86g
Examination by independent *experts*

Or. en

Amendment 413
Sajjad Karim

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – paragraph 1

Text proposed by the Commission

Member States shall ensure that the company carrying out the cross-border conversion applies not less than two

Amendment

deleted

months before the date of the general meeting referred to in Article 86i to the competent authority designated in accordance with Article 86m(1), to appoint an expert to examine and assess the draft terms of the cross-border conversion and the reports referred to in Articles 86e and 86f, subject to the proviso set out in paragraph 6 of this Article.

Or. en

Amendment 414
Luis de Grandes Pascual, Axel Voss

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – paragraph 1

Text proposed by the Commission

Member States *shall ensure that the company carrying out the cross-border conversion applies* not less than two months before the date of the general meeting referred to in Article 86i to the competent authority designated in accordance with Article 86m(1), to appoint an expert to examine and assess the draft terms of the cross-border conversion and the reports referred to in Articles 86e and 86f, subject to the proviso set out in paragraph 6 of this Article.

Amendment

Member States *may decide that a company shall apply* not less than two months before the date of the general meeting referred to in Article 86i to the competent authority designated in accordance with Article 86m(1), to appoint an expert to examine and assess the draft terms of the cross-border conversion and the reports referred to in Articles 86e and 86f, subject to the proviso set out in paragraph 6 of this Article.

Or. en

Amendment 415
Pascal Durand
on behalf of the Verts/ALE Group

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132

Article 86 g – paragraph 1

Text proposed by the Commission

Member States shall ensure that the company carrying out the cross-border conversion applies not less than two months before the date of the general meeting referred to in Article 86i to the competent authority designated in accordance with Article 86m(1), to appoint **an expert** to examine and assess the draft terms of the cross-border conversion and the reports referred to in Articles 86e and 86f, subject to the proviso set out in paragraph 6 of this Article.

Amendment

Member States shall ensure that the company carrying out the cross-border conversion applies not less than two months before the date of the general meeting referred to in Article 86i to the competent authority designated in accordance with Article 86m(1), to appoint **two experts** to examine and assess the draft terms of the cross-border conversion and the reports referred to in Articles 86e and 86f, subject to the proviso set out in paragraph 6 of this Article.

Or. en

Amendment 416
Jiří Maštálka

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive on cross border mergers
Article 86 g – paragraph 1

Text proposed by the Commission

Member States shall ensure that the company carrying out the cross-border conversion applies not less than **two** months before the date of the general meeting referred to in Article 86i to the competent authority designated in accordance with Article 86m(1), to appoint an expert to examine and assess the draft terms of the cross-border conversion and the reports referred to in Articles 86e and 86f, subject to the proviso set out in paragraph 6 of this Article.

Amendment

Member States shall ensure that the company carrying out the cross-border conversion applies not less than **four** months before the date of the general meeting referred to in Article 86i to the competent authority designated in accordance with Article 86m(1), to appoint an expert to examine and assess the draft terms of the cross-border conversion and the reports referred to in Articles 86e and 86f, subject to the proviso set out in paragraph 6 of this Article.

Or. en

Amendment 417
Geoffroy Didier

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – paragraph 1

Text proposed by the Commission

Member States shall ensure that the company carrying out the cross-border conversion applies not less than two months before the date of the general meeting referred to in Article 86i to the competent authority designated in accordance with Article 86m(1), **to appoint an expert to examine and assess** the draft terms of the cross-border conversion and the reports referred to in Articles 86e and 86f, subject to the proviso set out in paragraph 6 of this Article.

Amendment

Member States shall ensure that the company carrying out the cross-border conversion applies not less than two months before the date of the general meeting referred to in Article 86i to the competent authority designated in accordance with Article 86m(1) **for the assessment of** the draft terms of the cross-border conversion and the reports referred to in Articles 86e and 86f, subject to the proviso set out in paragraph 6 of this Article.

Or. fr

Amendment 418
Jens Rohde, António Marinho e Pinto

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – paragraph 1

Text proposed by the Commission

Member States shall ensure that the company carrying out the cross-border conversion applies not less than two months before the date of the general meeting referred to in Article 86i to the competent authority designated in accordance with Article 86m(1), **to appoint an expert to examine and assess** the draft terms of the cross-border conversion and the reports referred to in Articles 86e **and 86f**, subject to the proviso set out in

Amendment

Member States shall ensure that the company carrying out the cross-border conversion applies not less than two months before the date of the general meeting referred to in Article 86i to the competent authority designated in accordance with Article 86m(1), **for the examination and the assessment** the draft terms of the cross-border conversion and the reports referred to in Articles 86e, subject to the proviso set out in paragraph

paragraph 6 of this Article.

6 of this Article.

Or. en

Amendment 419

Sajjad Karim

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 g – paragraph 1 – subparagraph 1

Text proposed by the Commission

Amendment

The application for the appointment of an expert shall be accompanied by the following:

deleted

(a) the draft terms of the cross-border conversion referred to in Article 86d;

(b) the reports referred to in Articles 86e and 86f.

Or. en

Amendment 420

Geoffroy Didier

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 g – paragraph 1 – subparagraph 1

Text proposed by the Commission

Amendment

The application *for the appointment of an expert* shall be accompanied by the following:

The application *to the competent authority* shall be accompanied by the following:

Or. fr

Amendment 421

Jens Rohde, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 g – paragraph 1 – subparagraph 1

Text proposed by the Commission

Amendment

The application *for the appointment of an expert* shall be accompanied by the following:

The application shall be accompanied by the following:

Or. en

Amendment 422

Sajjad Karim

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 g – paragraph 1 – subparagraph 1 – point a

Text proposed by the Commission

Amendment

(a) *the draft terms of the cross-border conversion referred to in Article 86d;* *deleted*

Or. en

Amendment 423

Jens Rohde, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 g – paragraph 1 – subparagraph 1 – point b

Text proposed by the Commission

Amendment

(b) the reports referred to in *Articles 86e and 86f.* (b) the reports referred to in *Article 86e.*

Or. en

Amendment 424
Sajjad Karim

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – paragraph 2

Text proposed by the Commission

Amendment

2. *The competent authority shall appoint an independent expert within five working days from the application referred to in paragraph 1 and the receipt of the draft terms and reports. The expert shall be independent from the company carrying out the cross-border conversion and may be a natural or a legal person depending upon the law of the departure Member State. Member States shall take into account, in assessing the independence of the expert, the framework established in Articles 22 and 22b of Directive 2006/43/EC.*

deleted

Or. en

Amendment 425
Pascal Durand
on behalf of the Verts/ALE Group

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – paragraph 2

Text proposed by the Commission

Amendment

2. The competent authority shall appoint *an* independent *expert* within *five working days* from the application referred to in paragraph 1 and the receipt of the draft terms and reports. The expert shall be independent from the company carrying

2. The competent authority shall appoint *two* independent *experts* within *one month* from the application referred to in paragraph 1 and the receipt of the draft terms and reports. The *experts shall be appointed on the basis of a pre-selected*

out the cross-border conversion *and may be a natural or a legal person depending upon the law of the departure Member State*. Member States shall take into account, in assessing the independence of the *expert*, the framework established in Articles 22 *and* 22b of Directive 2006/43/EC.

list that was specifically established for the purpose of assessing cross-border conversions. The list shall include natural persons on the basis of their personal expertise. The fields of expertise to be reflected in the list should include at least company law, taxation and fiscal law, social security and workers' rights. Together, the two independent experts shall cover all of the fields of expertise mentioned in this paragraph. An expert may operate on their own behalf or on behalf of a legal person. Member States shall define fixed rates for the fees paid to the independent experts, which shall be paid by the company applying for the conversion.

The experts shall be independent from the company carrying out the cross-border conversion . Member States shall take into account, in assessing the independence of the experts, the framework established in Articles 22 to 22b of Directive 2006/43/EC. In addition:

(a) the experts or the legal person on whose behalf he or she is operating, shall not have performed work, in whatever capacity, for the company applying for the conversion in the five years prior to his or her appointment or vice versa; and

(b) the two experts appointed shall not operate on behalf of the same legal person.

Or. en

Amendment 426
Jens Rohde, António Marinho e Pinto

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – paragraph 2

Text proposed by the Commission

2. The competent authority ***shall appoint*** an independent expert ***within five working days from the application referred to in paragraph 1 and the receipt of the draft terms and reports.*** The expert shall be independent from the company carrying out the cross-border conversion and may be a natural or a legal person depending upon the law of the departure Member State. Member States shall take into account, in assessing the independence of the expert, the framework established in Articles 22 and 22b of Directive 2006/43/EC.

Amendment

2. ***If*** the competent authority ***has recourse to*** an independent expert ***this*** expert shall be independent from the company carrying out the cross-border conversion and may be a natural or a legal person depending upon the law of the departure Member State. Member States shall take into account, in assessing the independence of the expert, the framework established in Articles 22 and 22b of Directive 2006/43/EC.

Or. en

Amendment 427
Geoffroy Didier

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – paragraph 2

Text proposed by the Commission

2. The competent authority ***shall appoint*** an independent expert ***within five working days from the application referred to in paragraph 1 and the receipt of the draft terms and reports.*** The expert shall be independent from the company carrying out the cross-border conversion and may be a natural or a legal person depending upon the law of the departure Member State. Member States shall take into account, in assessing the independence of the expert, the framework established in Articles 22 and 22b of Directive 2006/43/EC.

Amendment

2. The competent authority ***is at liberty to request the assistance of*** an independent expert ***should it deem this necessary.*** The expert shall be independent from the company carrying out the cross-border conversion and may be a natural or a legal person depending upon the law of the departure Member State. Member States shall take into account, in assessing the independence of the expert, the framework established in Articles 22 and 22b of Directive 2006/43/EC.

Or. fr

Amendment 428
Kosma Zlotowski

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 – paragraph 2

Text proposed by the Commission

2. The competent authority shall appoint an independent expert within *five* working days from the application referred to in paragraph 1 and the receipt of the draft terms and reports. The expert shall be independent from the company carrying out the cross-border conversion and may be a natural or a legal person depending upon the law of the departure Member State. Member States shall take into account, in assessing the independence of the expert, the framework established in Articles 22 and 22b of Directive 2006/43/EC.

Amendment

2. The competent authority shall appoint an independent expert within *ten* working days from the application referred to in paragraph 1 and the receipt of the draft terms and reports. The expert shall be independent from the company carrying out the cross-border conversion and may be a natural or a legal person depending upon the law of the departure Member State. Member States shall take into account, in assessing the independence of the expert, the framework established in Articles 22 and 22b of Directive 2006/43/EC.

Or. en

Amendment 429
Sajjad Karim

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – paragraph 3

Text proposed by the Commission

3. *The expert shall draw up a written report providing at least:*
(a) a detailed assessment of the accuracy of the reports and information submitted by the company carrying out the cross-border conversion;

Amendment

deleted

(b) a description of all factual elements necessary for the competent authority, designated in accordance with Article 86m(1), to carry out an in-depth assessment to determine whether the intended cross-border conversion constitutes an artificial arrangement in accordance with Article 86n, including at a minimum the following: the characteristics of the establishment in the destination Member State, including the intent, the sector, the investment, the net turnover and profit or loss, number of employees, the composition of the balance sheet, the tax residence, the assets and their location, the habitual place of work of the employees and of specific groups of employees, the place where social contributions are due and the commercial risks assumed by the converted company in the destination Member State and the departure Member State.

Or. en

Amendment 430
Jens Rohde, António Marinho e Pinto

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – paragraph 3

Text proposed by the Commission

3. *The expert* shall draw up a written report providing at least:

Amendment

3. *Where the competent authority considers, based on reasonable grounds, that the cross-border conversion could represent an artificial arrangement as referred in Article 86n, it shall draw up a written report providing at least:*

Or. en

Amendment 431
Luis de Grandes Pascual, Axel Voss

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – paragraph 3

Text proposed by the Commission

3. The expert shall draw up a written report providing at least:

Amendment

3. The expert shall draw up a written report providing at least ***a detailed assessment of the accuracy of the reports and information submitted by the company carrying out the cross-border conversion***

Or. en

Amendment 432
Geoffroy Didier

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – paragraph 3

Text proposed by the Commission

3. ***The expert*** shall draw up a written report providing at least:

Amendment

3. ***Where there is reasonable doubt as to the real reason for a cross-border conversion, the competent authority*** shall draw up a written report providing at least:

Or. fr

Amendment 433
Pascal Durand
on behalf of the Verts/ALE Group

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – paragraph 3

Text proposed by the Commission

3. The **expert** shall draw up a written report providing at least:

Amendment

3. The **two experts** shall draw up a written report **within two months after their appointment**, providing at least:

Or. en

Amendment 434
Sajjad Karim

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive 2017/1132
Article 86 g – paragraph 3 – point a

Text proposed by the Commission

(a) ***a detailed assessment of the accuracy of the reports and information submitted by the company carrying out the cross-border conversion;***

Amendment

deleted

Or. en

Amendment 435
Luis de Grandes Pascual, Axel Voss

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – paragraph 3 – point a

Text proposed by the Commission

(a) ***a detailed assessment of the accuracy of the reports and information submitted by the company carrying out the cross-border conversion;***

Amendment

deleted

Or. en

Amendment 436

Evelyn Regner, Sergio Gaetano Cofferati, Jytte Guteland

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 g – paragraph 3 – point a

Text proposed by the Commission

(a) a detailed assessment of the accuracy of the reports **and** information submitted by the company carrying out the cross-border conversion;

Amendment

(a) a detailed assessment of the accuracy of **both the draft terms and** the reports **as well as the** information submitted by the company carrying out the cross-border conversion;

Or. en

Amendment 437

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 g – paragraph 3 – point a

Text proposed by the Commission

(a) a detailed assessment of the accuracy of the reports **and** information submitted by the company carrying out the cross-border conversion;

Amendment

(a) a detailed assessment of the accuracy of **both the draft terms and** the reports **as well as the** information submitted by the company carrying out the cross-border conversion

Or. en

Amendment 438

Luis de Grandes Pascual, Axel Voss

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 g – paragraph 3 – point b

Text proposed by the Commission

Amendment

(b) a description of all factual elements necessary for the competent authority, designated in accordance with Article 86m(1), to carry out an in-depth assessment to determine whether the intended cross-border conversion constitutes an artificial arrangement in accordance with Article 86n, including at a minimum the following: the characteristics of the establishment in the destination Member State, including the intent, the sector, the investment, the net turnover and profit or loss, number of employees, the composition of the balance sheet, the tax residence, the assets and their location, the habitual place of work of the employees and of specific groups of employees, the place where social contributions are due and the commercial risks assumed by the converted company in the destination Member State and the departure Member State.

deleted

Or. en

Amendment 439

Sajjad Karim

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 g – paragraph 3 – point b

Text proposed by the Commission

Amendment

(b) a description of all factual elements necessary for the competent authority, designated in accordance with Article 86m(1), to carry out an in-depth assessment to determine whether the intended cross-border conversion constitutes an artificial arrangement in accordance with Article 86n, including at a minimum the following: the

deleted

characteristics of the establishment in the destination Member State, including the intent, the sector, the investment, the net turnover and profit or loss, number of employees, the composition of the balance sheet, the tax residence, the assets and their location, the habitual place of work of the employees and of specific groups of employees, the place where social contributions are due and the commercial risks assumed by the converted company in the destination Member State and the departure Member State.

Or. en

Amendment 440

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 g – paragraph 3 – point b

Text proposed by the Commission

(b) a description of all factual elements necessary for the competent authority, designated in accordance with Article 86m(1), to carry out an in-depth assessment to determine whether the intended cross-border conversion constitutes an artificial arrangement in accordance with Article 86n, including at a minimum the following: the characteristics of the establishment in the destination Member State, including the intent, the sector, the investment, the net turnover and profit or loss, number of employees, **the composition of the balance sheet**, the tax residence, the assets and their location, the habitual place of work of the employees and of specific groups of employees, **the place** where social contributions are due **and** the commercial risks assumed by the

Amendment

(b) a description of all factual elements necessary for the competent authority, designated in accordance with Article 86m(1), to carry out an in-depth assessment to determine whether the intended cross-border conversion constitutes an artificial arrangement in accordance with Article 86n, including at a minimum the following:

converted company in the destination Member State and the departure Member State.

- (i) the characteristics of the establishment in the destination Member State, including the intent, the sector, the investment, the net turnover and profit or loss,
- (ii) *the number of employees working in the country of destination, the number of employees working in another country grouped according to the country of work, the number of employees posted or sent in the year prior to the conversion within the meanings of Regulation (EC) No 883/2004 and Directive 96/71/EC, the number of employees working simultaneously in more than one Member State within the meaning of Regulation (EC) No 883/2004,*
- (iii) the tax residence,
- (iv) the assets and their location,
- (v) the habitual place of work of the employees and of specific groups of employees,
- (vi) *the places* where social contributions are due;
- (vii) the commercial risks assumed by the converted company in the destination Member State and the departure Member State
- (viii) *the composition of the balance sheet and of the financial statement in the destination member state and in all Member States in which the company operates in the last two fiscal years.*

Or. en

Amendment 441
Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 g – paragraph 3 – point b

Text proposed by the Commission

(b) a description of all factual elements necessary for the competent authority, designated in accordance with Article 86m(1), to carry out an in-depth assessment to determine whether the intended cross-border conversion constitutes an artificial arrangement in accordance with Article 86n, including at a minimum the following: the characteristics of the establishment in the destination Member State, including the intent, the sector, the investment, the net turnover and profit or loss, number of employees, the composition of the balance sheet, the tax residence, the assets and their location, the habitual place of work of the employees and of specific groups of employees, the place where social contributions are due and the commercial risks assumed by the converted company in the destination Member State and the departure Member State.

Amendment

(b) a description of all factual elements necessary for the competent authority, designated in accordance with Article 86m(1), to carry out an in-depth assessment to determine whether the intended cross-border conversion constitutes an artificial arrangement in accordance with Article 86n, including at a minimum the following: the characteristics of the establishment in the destination Member State, including the intent, the sector, the investment, the net turnover and profit or loss, number of employees, the composition of the balance sheet, the tax residence, the assets and their location, the habitual place of work of the employees and of specific groups of employees, the place where social contributions are due and the commercial risks assumed by the converted company in the destination Member State and the departure Member State, ***the composition of the balance sheet and of the financial statement in the destination member state and in all member States in which the company operates in the last two fiscal years.***

Or. en

Amendment 442

Sergio Gaetano Cofferati, Jytte Guteland, Evelyne Gebhardt

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 g – paragraph 3 – point b

Text proposed by the Commission

Amendment

(b) a description of all factual elements necessary for the competent authority, designated in accordance with Article 86m(1), to carry out an in-depth assessment to determine whether the intended cross-border conversion constitutes an artificial arrangement in accordance with Article 86n, including at a minimum the following: the characteristics of the establishment in the destination Member State, including the intent, the sector, the investment, the net turnover and profit or loss, number of employees, the ***composition of the balance sheet, the*** tax residence, the assets and their location, the habitual place of work of the employees and of specific groups of employees, the place where social contributions are due and the commercial risks assumed by the converted company in the destination Member State and the departure Member State.

(b) a description of all factual elements necessary for the competent authority, designated in accordance with Article 86m(1), to carry out an in-depth assessment to determine whether the intended cross-border conversion constitutes an artificial arrangement in accordance with Article 86n, including at a minimum the following: the characteristics of the establishment in the destination Member State, including the intent, the sector, the investment, the net turnover and profit or loss, number of employees, the tax residence, the assets and their location, the habitual place of work of the employees and of specific groups of employees, the place where social contributions are due and the commercial risks assumed by the converted company in the destination Member State and the departure Member State, ***the composition of the balance sheet and of the financial statement in the destination member state and in all member States in which the company operates in the last two fiscal years.***

Or. en

Amendment 443

Jens Rohde, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 g – paragraph 3 – point b

Text proposed by the Commission

(b) a description of all factual elements necessary ***for the competent authority, designated in accordance with Article 86m(1)***, to carry out an in-depth assessment to determine whether the intended cross-border conversion constitutes an artificial arrangement in accordance with Article 86n, including ***at a***

Amendment

(b) a description of all factual elements necessary to carry out an in-depth assessment to determine whether the intended cross-border conversion constitutes an artificial arrangement in accordance with Article 86n, including the following: the characteristics of the establishment in the destination Member

minimum the following: the characteristics of the establishment in the destination Member State, including the intent, the sector, the investment, the net turnover and profit or loss, number of employees, the composition of the balance sheet, the tax residence, the assets and their location, the habitual place of work of the employees and of specific groups of employees, the place where social contributions are due and the commercial risks assumed by the converted company in the destination Member State and the departure Member State.

State, including the intent, the sector, the investment, the net turnover and profit or loss, number of employees, the composition of the balance sheet, the tax residence, the assets and their location, the habitual place of work of the employees and of specific groups of employees, the place where social contributions are due and the *possible* commercial risks *to be* assumed by the converted company in the destination Member State and the departure Member State.

Or. en

Amendment 444

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 g – paragraph 3 a (new)

Text proposed by the Commission

Amendment

3a. Whenever relevant, the independent experts shall ask questions to and receive information from the competent authority of the destination Member State. The competent authority shall ensure communication between the independent expert and other authorities in that Member State responsible for any of the areas touched upon by this Directive.

Or. en

Amendment 445

Sajjad Karim

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – paragraph 4

Text proposed by the Commission

Amendment

4. Member States shall ensure that the independent expert shall be entitled to obtain, from the company carrying out the cross-border conversion, all relevant information and documents and to carry out all necessary investigations to verify all elements of the draft terms or management reports. The expert shall also be entitled to receive comments and opinions from the representatives of the employees of the company, or, where there are no such representatives, from the employees themselves and also from the creditors and members of the company.

deleted

Or. en

Amendment 446
Geoffroy Didier

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – paragraph 4

Text proposed by the Commission

Amendment

4. Member States shall ensure that the **independent expert** shall be entitled to obtain, from the company carrying out the cross-border conversion, all relevant information and documents and to carry out all necessary investigations to verify all elements of the draft terms or management reports. The **expert** shall also be entitled to receive comments and opinions from the representatives of the employees of the company, or, where there are no such

4. Member States shall ensure that the **competent authority** shall be entitled to obtain, from the company carrying out the cross-border conversion, all relevant information and documents and to carry out all necessary investigations to verify all elements of the draft terms or management reports. The **competent authority** shall also be entitled to receive comments and opinions from the representatives of the employees of the company, or, where there

representatives, from the employees themselves and also from the creditors and members of the company.

are no such representatives, from the employees themselves and also from the creditors and members of the company.

Or. fr

Amendment 447

Jens Rohde, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 g – paragraph 4

Text proposed by the Commission

4. Member States shall ensure that the ***independent expert*** shall be entitled to obtain, from the company carrying out the cross-border conversion, all relevant information and documents and to carry out all necessary investigations to verify all elements of the draft terms or management reports. The ***expert*** shall also be entitled to receive comments and opinions from the representatives of the employees of the company, or, where there are no such representatives, from the employees themselves and also from the creditors and members of the company.

Amendment

4. Member States shall ensure that the ***competent authority*** shall be entitled to obtain, from the company carrying out the cross-border conversion, all relevant information and documents and to carry out all necessary investigations to verify all elements of the draft terms or management reports. The ***competent authority*** shall also be entitled to receive comments and opinions from the representatives of the employees of the company, or, where there are no such representatives, from the employees themselves and also from the creditors and members of the company.

Or. en

Amendment 448

Sajjad Karim

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 g – paragraph 5

Text proposed by the Commission

5. ***Member States shall ensure that***

Amendment

deleted

information submitted to the independent expert can only be used for the purpose of drafting their report and that confidential information, including business secrets, shall not be disclosed. Where appropriate, the expert may submit a separate document containing any such confidential information to the competent authority, designated in accordance with Article 86m(1) and that separate document shall only be made available to the company carrying out the cross-border conversion and not be disclosed to any other party.

Or. en

Amendment 449

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 g – paragraph 5

Text proposed by the Commission

5. Member States shall ensure that information submitted to the independent expert can only be used for the purpose of drafting their report *and that confidential information, including business secrets, shall not be disclosed. Where appropriate, the expert may submit a separate document containing any such confidential information to the competent authority, designated in accordance with Article 86m(1) and that separate document shall only be made available to the company carrying out the cross-border conversion and not be disclosed to any other party.*

Amendment

5. Member States shall ensure that information submitted to the independent expert can only be used for the purpose of drafting their report.

Or. en

Amendment 450
Geoffroy Didier

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – paragraph 5

Text proposed by the Commission

5. Member States shall ensure that information ***submitted to the independent expert*** can only be used for the purpose of drafting their report and that confidential information, including business secrets, shall not be disclosed. Where appropriate, the ***expert*** may submit a separate document containing any such confidential information ***to the competent authority, designated in accordance with Article 86m(1)*** and that separate document shall only be made available to the company carrying out the cross-border conversion and not be disclosed to any other party.

Amendment

5. Member States shall ensure that information ***gathered by the competent authority*** can only be used for the purpose of drafting their report and that confidential information, including business secrets, shall not be disclosed. Where appropriate, the ***competent authority*** may submit a separate document containing any such confidential information and that separate document shall only be made available to the company carrying out the cross-border conversion and not be disclosed to any other party.

Or. fr

Amendment 451
Jens Rohde, António Marinho e Pinto

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 g – paragraph 5

Text proposed by the Commission

5. Member States shall ensure that information submitted to the ***independent expert*** can only be used for the purpose of drafting their report and that confidential information, including business secrets, shall not be disclosed. Where appropriate, the ***expert may submit*** a separate document

Amendment

5. Member States shall ensure that information submitted to the ***competent authority*** can only be used for the purpose of drafting their report and that confidential information, including business secrets, shall not be disclosed. Where appropriate, the ***competent authority may produce a***

containing any such confidential information *to the competent authority, designated in accordance with Article 86m(1)* and that separate document shall only be made available to the company carrying out the cross-border conversion and not be disclosed to any other party.

separate document containing any such confidential information and that separate document shall only be made available to the company carrying out the cross-border conversion and not be disclosed to any other party.

Or. en

Amendment 452

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 g – paragraph 6

Text proposed by the Commission

Amendment

6. Member States shall exempt 'micro' and 'small enterprises' as defined in Commission Recommendation 2003/361/EC () from the provisions of this Article.**

deleted

Or. en

Justification

SMEs and micro-enterprises should not be excluded because there can be real and artificial structures of holdings, or of branches which have a high grade of cross-border activities like construction and the transport sector to create special subsidies to circumvent the requirement of the rules.

Amendment 453

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 g – paragraph 6

Text proposed by the Commission

6. Member States ***shall exempt*** 'micro' and 'small enterprises' as defined in Commission Recommendation 2003/361/EC (**) ***from the provisions of this Article.***

Amendment

6. Member States ***may apply lower independent expert fees for*** 'micro' and 'small enterprises' as defined in Commission Recommendation 2003/361/EC (**).

Or. en

Amendment 454

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 g – paragraph 6 a (new)

Text proposed by the Commission

Amendment

6a. The procedure and the decision to issue a pre-conversion certificate by the competent authorities of the departure state or any approval of the destination Member State does not preclude any others investigations, procedures or decisions of other competent authorities on their fields of competence;

Or. en

Amendment 455

Sergio Gaetano Cofferati, Jytte Guteland, Evelyne Gebhardt

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 h a (new)

Text proposed by the Commission

Amendment

After Article 86h the following Article 86ha (new) is inserted:

Article 86h

Approval by the employees

After taking note of the reports referred to in Articles 86e, 86f and 86g, the representatives of the employees of the company carrying out the cross-border conversion or, if there are no representatives, the employees themselves, shall decide, by simple majority, whether to approve the draft terms of the cross-border conversion. In case the representatives of the employees or, where applicable, the employees themselves, reject the draft terms, the general meeting of the company shall not proceed to vote on the resolution referred to in Article 86i.

Or. en

Amendment 456

Luis de Grandes Pascual, Axel Voss

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 h – paragraph 1 – point b

Text proposed by the Commission

(b) the independent expert report referred to in Article 86g, where applicable;

Amendment

(b) the independent expert report ***and information submitted by the company carrying out the cross-border conversion*** referred to in Article 86g (a), where applicable, ***and a statement authorising the company to submit the draft terms of the cross border conversion to its general meeting.***

Or. en

Amendment 457

Jens Rohde, António Marinho e Pinto

Proposal for a directive

PE628.353v01-00

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Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 h – paragraph 1 – point b

Text proposed by the Commission

(b) the *independent expert* report referred to in Article 86g, where applicable;

Amendment

(b) The *assessment of the accuracy of the report and information submitted by the company as* referred to in Article 86g(1) *and* where applicable, *the report drawn up by the competent authority in accordance with Article 86g(3) without however disclosing any confidential information;*

Or. en

Amendment 458
Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 h – paragraph 1 – point c

Text proposed by the Commission

(c) a notice informing the members, creditors and employees of the company carrying out the cross-border conversion that they may submit, before the date of the general meeting, comments concerning the documents referred to in points (a) and (b) of the first subparagraph to the company and to the competent authority designated in accordance with Article 86m(1).

Amendment

(c) a notice informing the members, creditors and employees of *the company or trade unions which have members in* the company carrying out the cross-border conversion that they may submit, before the date of the general meeting, comments concerning the documents referred to in points (a) and (b) of the first subparagraph to the company and to the competent authority designated in accordance with Article 86m(1).

Or. en

Amendment 459
Sajjad Karim

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 h – paragraph 1 – point c

Text proposed by the Commission

(c) a notice informing the members, creditors and employees of the company carrying out the cross-border conversion that they may submit, before the date of the general meeting, comments **concerning** the documents referred to in points (a) and (b) of the first subparagraph to the company and to the competent authority designated in accordance with Article 86m(1).

Amendment

(c) a notice informing the members, creditors and employees of the company carrying out the cross-border conversion that they may submit, before the date of the general meeting, comments **regarding** the documents referred to in points (a) and (b) of the first subparagraph to the company and to the competent authority designated in accordance with Article 86m(1).

Or. en

Amendment 460

Evelyn Regner, Sergio Gaetano Cofferati, Jytte Guteland

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 h – paragraph 4 – subparagraph 2

Text proposed by the Commission

However, Member States may, in cases of ***genuine suspicion of fraud based on reasonable grounds***, require a physical presence before ***a*** competent authority.

Amendment

However, Member States may, in ***justified exceptional*** cases of ***overriding reasons of public interest***, require a physical presence before ***any*** competent authority, ***or before any other person or body dealing with, making or assisting in making the online disclosure.***

Or. en

Amendment 461

Angelika Niebler

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132
Article 86 h – paragraph 4 – subparagraph 2

Text proposed by the Commission

However, Member States may, in cases of genuine suspicion of fraud based on reasonable grounds, require a physical presence before a competent authority.

Amendment

Member States shall lay down detailed rules for the on-line disclosure of documents and information referred to in paragraphs 1 and 3. Articles 13b(4) and 13f(3) and (4) shall apply accordingly.

Or. de

Amendment 462

Evelyn Regner, Sergio Gaetano Cofferati, Jytte Guteland

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 h – paragraph 4 – subparagraph 2 a (new)

Text proposed by the Commission

Amendment

Member States shall lay down detailed rules for the online disclosure of documents and information referred to in paragraphs 1 and 3. Article 13f paragraphs 3 and 4 shall apply accordingly.

Or. en

Amendment 463

Daniel Buda

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 h – paragraph 5

Text proposed by the Commission

Amendment

5. Member States may require, in addition to the disclosure referred to in paragraphs 1, 2 and 3, that the draft terms

5. Member States may require, in addition to the disclosure referred to in paragraphs 1, 2 and 3, that the draft terms

of the cross-border conversion, or the information referred to in paragraph 3 is published in their national gazette. In that instance, Member States shall ensure that the register transmits the relevant information to the national gazette.

of the cross-border conversion, or the information referred to in paragraph 3 is published in their national gazette. In that instance, *in accordance with the principle of the once-only transmission of information in the EU*, Member States shall ensure that the register transmits the relevant information to the national gazette.

(This amendment applies throughout the text. Adopting it will necessitate corresponding changes throughout.)

Or. ro

Amendment 464

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 i – paragraph 1

Text proposed by the Commission

1. After taking note of the reports referred to in Articles 86e, 86f and 86g, where applicable, the general meeting of the company carrying out the conversion shall decide, by means of a resolution, whether to approve the draft terms of the cross-border conversion. The company shall inform the competent authority designated in accordance with Article 86m(1) of the decision of the general meeting.

Amendment

1. After taking note of the reports referred to in Articles 86e, 86f and 86g, where applicable, the general meeting of the company carrying out the conversion shall decide, by means of a resolution, whether to approve the draft terms of the cross-border conversion. ***Before a decision is taken, any preceding applicable information and consultation rights have to be met in such a way and at such a time that an opinion by the employee representatives can be taken into consideration.*** The company shall inform the competent authority designated in accordance with Article 86m(1) of the decision of the general meeting.

Or. en

Amendment 465

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 i – paragraph 1

Text proposed by the Commission

1. After taking note of the reports referred to in Articles 86e, 86f and 86g, where applicable, the general meeting of the company carrying out the conversion shall decide, by means of a resolution, whether to approve the draft terms of the cross-border conversion. The company shall inform the competent authority designated in accordance with Article 86m(1) of the decision of the general meeting.

Amendment

1. After taking note of the reports referred to in Articles 86e, 86f and 86g, where applicable, the general meeting of the company carrying out the conversion shall decide, by means of a resolution, whether to approve the draft terms of the cross-border conversion. ***Prior to taking a decision, all applicable information and consultation rights have to be met in a way and at such a time that an opinion by the employees can be taken into consideration.*** The company shall inform the competent authority designated in accordance with Article 86m(1) of the decision of the general meeting.

Or. en

Amendment 466

Sajjad Karim

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 i – paragraph 3

Text proposed by the Commission

3. Member States shall ensure that the approval of any amendment to the draft terms of the cross-border conversion requires a majority of not less than two thirds but not more than 90 % of the votes attached either to the shares or to the subscribed capital represented. In any

Amendment

3. Member States shall ensure that the approval of ***or*** any amendment to the draft terms of the cross-border conversion requires a majority of not less than two thirds but not more than 90 % of the votes attached either to the shares or to the subscribed capital represented. In any

event the voting threshold shall not be higher than that provided for in national law for the approval of cross-border mergers.

event the voting threshold shall not be higher than that provided for in national law for the approval of cross-border mergers.

Or. en

Amendment 467
Sajjad Karim

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 i – paragraph 4

Text proposed by the Commission

4. The general meeting shall also decide ***whether the cross-border conversion would necessitate*** amendments to the instruments of constitution of the company carrying out the conversion.

Amendment

4. The general meeting shall also decide ***on any*** amendments to the instruments of constitution of the company carrying out the conversion.

Or. en

Amendment 468
Luis de Grandes Pascual, Axel Voss

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 j – paragraph 1

Text proposed by the Commission

1. Member States ***shall ensure*** that the following members of a company carrying cross-border conversion have the right to dispose of their shareholdings under the conditions laid down in paragraphs 2 to 6:

Amendment

1. Member States ***may provide*** that the following members of a company carrying ***out*** cross-border conversion have the right to dispose of their shareholdings under the conditions laid down in paragraphs 2 to 6:

Or. en

Amendment 469

Jens Rohde, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 j – paragraph 1 – point a

Text proposed by the Commission

(a) the members holding shares with voting rights and who did not ***vote for*** the approval of the draft terms of the cross-border conversion;

Amendment

(a) the members holding shares with voting rights and who ***voted against or who did not attend the general meeting but expressed their intention before the meeting to vote against*** the approval of the draft terms of the cross-border conversion;

Or. en

Amendment 470

Luis de Grandes Pascual, Axel Voss

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 j – paragraph 1 – point a

Text proposed by the Commission

(a) the members holding shares with voting rights ***and who did not vote for*** the approval of the draft terms of the cross-border conversion;

Amendment

(a) the members holding shares with voting rights ***who at the general meeting voted against*** the approval of the draft terms of the cross-border conversion ***and voiced their intent to make use of the exit right;***

Or. en

Amendment 471

Geoffroy Didier

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 j – paragraph 1 – point a

Text proposed by the Commission

(a) the members holding shares with voting rights and who ***did not vote for*** the approval of the draft terms of the cross-border conversion;

Amendment

(a) the members holding shares with voting rights and who ***voted against*** the approval of the draft terms of the cross-border conversion;

Or. fr

Amendment 472

Luis de Grandes Pascual, Axel Voss

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 j – paragraph 1 – point b

Text proposed by the Commission

(b) the members holding shares without voting rights.

Amendment

(b) the members holding shares without voting rights, ***who voiced their intent to make use of the exit right at the general meeting.***

Or. en

Amendment 473

Angelika Niebler

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 j – paragraph 3

Text proposed by the Commission

Member States shall ensure that a company carrying out a cross-border conversion makes an offer of adequate compensation in the draft terms of the cross-border conversion as specified in the Article

Amendment

Member States shall ensure that a company carrying out a cross-border conversion makes an offer of adequate compensation in the draft terms of the cross-border conversion as specified in the Article

86d(1)(i) to the members, referred to in paragraph 1 of this Article, who wish to exercise their right to dispose of their shareholdings. Member States shall also establish the period for the acceptance of the offer which shall not in any event exceed one month after the general meeting referred to in Article 86i. Member States shall further ensure that the company is able to ***accept an*** offer communicated electronically to an address provided by the company for ***that purpose***.

86d(1)(i) to the members, referred to in paragraph 1 of this Article, who wish to exercise their right to dispose of their shareholdings. Member States shall also establish the period for the acceptance of the offer which shall not in any event exceed one month after the general meeting referred to in Article 86i. Member States shall further ensure that the company is able to ***receive a valid offer for information purposes that is*** communicated electronically to an address provided by the company. ***National law on the form and validity of contracts for the sale and transfer of shares in undertakings shall remain unaffected.***

Or. de

Amendment 474

Jens Rohde, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 j – paragraph 3

Text proposed by the Commission

Member States shall ensure that a company carrying out a cross-border conversion makes an offer of adequate compensation in the draft terms of the cross-border conversion as specified in the Article 86d(1)(i) to the members, referred to in paragraph 1 of this Article, who wish to exercise their right to dispose of their shareholdings. Member States shall also establish the period for the acceptance of the offer, which shall not in any event exceed one month after the general meeting referred to in Article 86i. Member States shall further ensure that the company is able to accept an offer communicated electronically to an address provided by the company for that purpose.

Amendment

Member States shall ensure that a company carrying out a cross-border conversion makes an offer of adequate compensation in the draft terms of the cross-border conversion as specified in the Article 86d(1)(i) to the members, referred to in paragraph 1 of this Article, who wish to exercise their right to dispose of their shareholdings. ***Without prejudice to the exercise of the exit right, members shall communicate their intention to make use of it before the general meeting.*** Member States shall also establish the period for the acceptance of the offer, which shall not in any event exceed one month after the general meeting referred to in Article 86i. Member States shall further ensure that the

company is able to accept an offer communicated electronically to an address provided by the company for that purpose.

Or. en

Amendment 475

Evelyn Regner, Sergio Gaetano Cofferati, Jytte Guteland

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 j – paragraph 3

Text proposed by the Commission

Member States shall ensure that a company carrying out a cross-border conversion makes an offer of adequate compensation in the draft terms of the cross-border conversion as specified in the Article 86d(1)(i) to the members, referred to in paragraph 1 of this Article, who wish to exercise their right to dispose of their shareholdings. Member States shall also establish the period for the acceptance of the offer, which shall not in any event exceed one month after the general meeting referred to in Article 86i. ***Member States shall further ensure that the company is able to accept an offer communicated electronically to an address provided by the company for that purpose.***

Amendment

Member States shall ensure that a company carrying out a cross-border conversion makes an offer of adequate compensation in the draft terms of the cross-border conversion as specified in the Article 86d(1)(i) to the members, referred to in paragraph 1 of this Article, who wish to exercise their right to dispose of their shareholdings. Member States shall also establish the period for the acceptance of the offer, which shall not in any event exceed one month after the general meeting referred to in Article 86i.

Or. en

Amendment 476

Geoffroy Didier

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 j – paragraph 3

Text proposed by the Commission

Member States shall ensure that a company carrying out a cross-border conversion makes an offer of adequate compensation in the draft terms of the cross-border conversion as specified in the Article 86d(1)(i) to the members, referred to in paragraph 1 of this Article, who wish to exercise their right to dispose of their shareholdings. **Member States shall also establish the period for the acceptance of the offer, which shall not in any event exceed one month after the general meeting referred to in Article 86i.** Member States shall further ensure that the company is able to accept an offer communicated electronically to an address provided by the company for that purpose.

Amendment

Member States shall ensure that a company carrying out a cross-border conversion makes an offer of adequate compensation in the draft terms of the cross-border conversion as specified in the Article 86d(1)(i) to the members, referred to in paragraph 1 of this Article, who wish to exercise their right to dispose of their shareholdings. **Members shall express their intention to avail themselves of their exit right before** the general meeting. Member States shall further ensure that the company is able to accept an offer communicated electronically to an address provided by the company for that purpose.

Or. fr

Amendment 477
Geoffroy Didier

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 j – paragraph 5

Text proposed by the Commission

5. Member States shall provide that any member who has accepted the offer of cash compensation referred to in paragraph 3, but who considers that the compensation has not been adequately set, is entitled to demand the recalculation of the cash compensation offered before a national court within **one month** of the acceptance of the offer.

Amendment

5. Member States shall provide that any member who has accepted the offer of cash compensation referred to in paragraph 3, but who considers that the compensation has not been adequately set, is entitled to demand the recalculation of the cash compensation offered before a national court within **15 days** of the acceptance of the offer.

Or. fr

Amendment 478

Luis de Grandes Pascual, Axel Voss

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 j – paragraph 5

Text proposed by the Commission

5. Member States shall provide that any member who has accepted the offer of cash compensation referred to in paragraph 3 but who considers that the compensation has not been adequately set, is entitled to demand the recalculation of the cash compensation offered before a national court within *one month* of the acceptance of the offer.

Amendment

5. Member States shall provide that any member who has accepted the offer of cash compensation referred to in paragraph 3 but who considers that the compensation has not been adequately set, is entitled to demand the recalculation of the cash compensation offered before a national court within *15 days* of the acceptance of the offer.

Or. en

Amendment 479

Geoffroy Didier

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 k – paragraph 2

Text proposed by the Commission

2. Member States shall ensure that creditors who are dissatisfied with the protection of their interests provided for in the draft terms of the cross-border conversion, as provided for in Article 86d(f), may apply to the appropriate administrative or judicial authority for adequate safeguards within one month of the disclosure referred to in Article 86h.

Amendment

2. Member States shall ensure that creditors who are dissatisfied with the protection of their interests provided for in the draft terms of the cross-border conversion, as provided for in Article 86d(f), *and who have lodged their objection before the cross-border conversion* may apply to the appropriate administrative or judicial authority for adequate safeguards within one month of the disclosure referred to in Article 86h.

Or. fr

Amendment 480

Luis de Grandes Pascual, Axel Voss

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 k – paragraph 2

Text proposed by the Commission

2. Member States shall ensure that creditors who are dissatisfied with the protection of their interests provided for in the draft terms of the cross-border conversion, as provided for in Article 86d(f), may apply to the appropriate administrative or judicial authority for adequate safeguards within one month of the disclosure referred to in Article 86h.

Amendment

2. Member States shall ensure that creditors, ***whose rights predate the cross-border conversion the draft terms , and*** who are dissatisfied with the protection of their interests provided for in the draft terms of the cross-border conversion, as provided for in Article 86d(f), may apply to the appropriate administrative or judicial authority for adequate safeguards within one month of the disclosure referred to in Article 86h.

Or. en

Amendment 481

Luis de Grandes Pascual, Axel Voss

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 k – paragraph 3 – point b

Text proposed by the Commission

(b) where creditors are offered a right to payment, either against a third party guarantor, or against the company resulting from the cross-border conversion of at least ***equivalent*** value ***to*** their original claim, which may be brought in the same jurisdiction as their original claim, and which is of a credit quality at least commensurate with the creditor's original claim ***immediately after the completion of the conversion.***

Amendment

(b) where creditors are offered a right to payment, either against a third party guarantor, or against the company resulting from the cross-border conversion of at least ***the actual*** value ***of*** their original claim, which may be brought in the same jurisdiction as their original claim, and which is of a credit quality at least commensurate with the creditor's original claim.

Amendment 482
Daniel Buda

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 l – title

Text proposed by the Commission

Article 86l:
Employee participation

Amendment

Article 86l:
Employee *information, consultation and*
participation

(This amendment applies throughout the text. Adopting it will necessitate corresponding changes throughout.)

Or. ro

Amendment 483
Sergio Gaetano Cofferati, Evelyn Regner, Jytte Guteland, Evelyne Gebhardt

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 l a (new)

Text proposed by the Commission

Amendment

After Article 86l the following Article 86la (new) is inserted:

Article 86la

Collective agreements

Following the cross-border conversion, the company carrying out the cross-border conversion shall continue to observe the terms and conditions agreed in any collective agreements on the same terms applicable to the company before the conversion under such agreements,

until the date of termination or expiry of the collective agreement or the entry into force or application of another collective agreement.

Or. en

Amendment 484
Daniel Buda

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 1 – paragraph 1

Text proposed by the Commission

1. Without prejudice to paragraph 2, the company resulting from the cross-border conversion shall be subject to the rules in force concerning employee participation, if any, in the destination Member State.

Amendment

1. Without prejudice to paragraph 2, the company resulting from the cross-border conversion shall be subject to the rules in force ***at EU level, and under the legislation of the destination Member State, concerning employee information and consultation, as well as those*** concerning employee participation, if any, in the destination Member State.

(This amendment applies throughout the text. Adopting it will necessitate corresponding changes throughout.)

Or. ro

Amendment 485
Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 1 – paragraph 1 (new)

Text proposed by the Commission

Amendment

1a. It is a fundamental principle and stated aim of this Article to secure

*employees' participation rights.
Therefore, in the company resulting from
the cross border restructuring, at least the
same level of all elements of employee
participation rights should continue to
apply.*

Or. en

Amendment 486

Luis de Grandes Pascual, Axel Voss

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 l– paragraph 2

Text proposed by the Commission

2. However, the rules in force concerning employee participation, if any, in the destination Member State shall not apply, where the company carrying out the conversion has, in the six months prior to the publication of the draft terms of the cross-border conversion as referred to in Article 86d of this Directive, an average number of employees ***equivalent to four fifths of the applicable threshold, laid down in the law of the departure Member State, which triggers the participation of employees*** within the meaning of point (k) of Article 2 of Directive 2001/86/EC, or where the national law of the destination Member State does not:

Amendment

2. However, the rules in force concerning employee participation, if any, in the destination Member State shall not apply, where the company carrying out the conversion has, in the six months prior to the publication of the draft terms of the cross-border conversion as referred to in Article 86d of this Directive, an average number of employees ***that exceeds 500 and is operating under an employee participation system*** within the meaning of point (k) of Article 2 of Directive 2001/86/EC, or where the national law of the destination Member State does not:

Or. en

Amendment 487

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 l– paragraph 2

Text proposed by the Commission

2. However, the rules in force concerning employee participation, if any, in the destination Member State shall not apply, where the company carrying out the conversion has, in the six months prior to the publication of the draft terms of the cross-border conversion as referred to in Article 86d of this Directive, an average number of employees equivalent to four fifths of the applicable threshold, laid down in the law of the departure Member State, which triggers the participation of employees within the meaning of **point (k) of Article 2 of Directive 2001/86/EC**, or where the national law of the destination Member State does not:

Amendment

2. However, the rules in force concerning employee participation, if any, in the destination Member State shall not apply, where the company carrying out the conversion has, in the six months prior to the publication of the draft terms of the cross-border conversion as referred to in Article 86d of this Directive, an average number of employees equivalent to four fifths of the applicable threshold, laid down in the law of the departure Member State, which triggers the participation of employees within the meaning of **Article 86b (7)**, or where the national law of the destination Member State does not:

Or. en

Amendment 488

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 l– paragraph 3

Text proposed by the Commission

3. In the cases referred to in paragraph 2 of this Article, the participation of employees in the converted company and their involvement in the definition of such rights shall be regulated by the Member States, mutatis mutandis and subject to paragraphs 4 to 7 of this Article, in accordance with the principles and procedures laid down in Article 12(2), (3) and (4) of Regulation (EC) No 2157/2001 and the following provisions of Directive 2001/86/EC:

Amendment

3. ***The information, consultation and participation of employees in the converted company and their involvement in the definition of such rights and*** In the cases referred to in paragraph 2 of this Article, the participation of employees in the converted company and their involvement in the definition of such rights shall be regulated by the Member States, mutatis mutandis and subject to paragraphs 4 to 7 of this Article, in accordance with the principles and procedures laid down in Article 12(2), (3) and (4) of Regulation

(EC) No 2157/2001 and the following provisions of Directive 2001/86/EC:

Or. en

Amendment 489

Evelyn Regner, Sergio Gaetano Cofferati, Jytte Guteland

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 1 – paragraph 3

Text proposed by the Commission

3. In the cases referred to in paragraph 2 of this Article, the participation of employees in the converted company and their involvement in the definition of such rights shall be regulated by the Member States, mutatis mutandis and subject to paragraphs 4 to 7 of this Article, in accordance with the principles and procedures laid down in Article 12(2), (3) and (4) of Regulation (EC) No 2157/2001 and the following provisions of Directive 2001/86/EC:

Amendment

3. ***The information, consultation and participation of employees in the converted company and their involvement in the definition of such rights*** and in the cases referred to in paragraph 2 of this Article, the participation of employees in the converted company and their involvement in the definition of such rights shall be regulated by the Member States, mutatis mutandis and subject to paragraphs 4 to 7 of this Article, in accordance with the principles and procedures laid down in Article 12(2), and (4) of Regulation (EC) No 2157/2001 and the following provisions of Directive 2001/86/EC:

Or. en

Amendment 490

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 1 – paragraph 3

Text proposed by the Commission

Amendment

3. ***In the cases referred to in paragraph 2 of this Article, the*** participation of employees in the converted company and their involvement in the definition of such rights shall be regulated by the Member States, mutatis mutandis and subject to paragraphs 4 to 7 of this Article, in accordance with the principles and procedures laid down in Article 12(2), (3) and (4) of Regulation (EC) No 2157/2001 and the following provisions of Directive 2001/86/EC:

3. ***The information, consultation and*** participation of employees in the converted company and their involvement in the definition of such rights ***shall be the object of an agreement between the employees and the management and*** shall be regulated by the Member States, mutatis mutandis and subject to paragraphs 4 to 7 of this Article, in accordance with the principles and procedures laid down in Article 12(2) and (4) of Regulation (EC) No 2157/2001 and the following provisions of Directive 2001/86/EC:

Or. en

Amendment 491

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 l – paragraph 3 – point b

Text proposed by the Commission

(b) Article 4(1), Article 4(2)(a), (g) and (h), Article 4(3) and Article 4(4);

Amendment

(b) Article 4(1), Article 4(2)(a), **(b)**, **(c)** (g) and (h), Article 4(3) and Article 4(4);

Or. en

Amendment 492

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 l – paragraph 3 – point e

Text proposed by the Commission

(e) ***the first subparagraph of*** Article 7(1);

Amendment

(e) Article 7(1);

Amendment 493

Sergio Gaetano Cofferati, Evelyn Regner, Jytte Guteland, Evelyne Gebhardt

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 1 – paragraph 3 – point e

Text proposed by the Commission

Amendment

(e) *the first subparagraph of* Article 7(1);

(e) Article 7(1);

Or. en

Amendment 494

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 1 – paragraph 3 – point e

Text proposed by the Commission

Amendment

(e) *the first subparagraph of* Article 7(1);

(e) Article 7(1);

Or. en

Amendment 495

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 – paragraph 3 – point g

Text proposed by the Commission

Amendment

(g) point (a) of Part 3 of the Annex.

(g) point (a) of Part 3 of the Annex.

In the interest of the enterprise an agreement must be sought with the workforce as represented by recognised trade unions

(a) on the establishment of a European works council and

(b) workers board level representation.

These negotiations must lead to an agreement before the merger, transfer of seat, conversion or division or other company law instrument will take effect.

In the case that the negotiations do not reach an agreement, the subsidiary requirements apply.

Subsidiary requirements

(a) for the establishment of an EWC the Council Directive 2001/86/EC of 8 October 2001 supplementing the Statute for a European company with regard to the involvement of employees applies.

(b) for the establishment of workers representation in the company boardrooms the following proportion of workers representatives in company boardrooms or supervisory boards applies related to the number of workers: 2 representatives in companies up from 50 workers, one third up from 250 workers and half up from 1000 workers.

Or. en

Amendment 496

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 1 – paragraph 3 – point g

Text proposed by the Commission

(g) **point (a)** of Part 3 of the *Annex*.

Amendment

(g) ***the Annex, with the exclusion of points (a) en (b) of Part 3, instead of which the following will apply as a minimum:***

The employees of the Company, its subsidiaries and establishments and/or the representative body shall have the right to elect and appoint a number of members of the administrative or supervisory body of the converted company equal to two representatives in companies up from 50 employees, one third in companies having from 250 employees to 1000 employees and parity in companies with more than 1000 employees.

Or. en

Amendment 497

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 1 – paragraph 3 a (new)

Text proposed by the Commission

Amendment

3a. The agreement reached shall provide for at least the same level of employee participation as operated in the company prior to the conversion as well as at least the level that would apply following the rules in force concerning employee participation, if any, in the destination Member State. This level shall be measured by reference to the proportion of employee representatives amongst the members of the administrative or supervisory organ or their committees or of the management

group which covers the profit units of the company, subject to employee representation.

Or. en

Amendment 498

Luis de Grandes Pascual, Axel Voss

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 1 – paragraph 4

Text proposed by the Commission

Amendment

4. When regulating the principles and procedures referred to in paragraph 3, Member States:

deleted

(a) shall confer on the special negotiating body the right to decide, by a majority of two thirds of its members representing at least two thirds of the employees, not to open negotiations or to terminate negotiations already opened and to rely on the rules on participation in force in the destination Member State;

(b) may, in the case where, following prior negotiations, standard rules for participation apply and notwithstanding such rules, decide to limit the proportion of employee representatives in the administrative organ of the converted company. However, if in the company carrying out the conversion employee representatives constituted at least one third of the administrative or supervisory board, the limitation may never result in a lower proportion of employee representatives in the administrative organ than one third;

(c) shall ensure that the rules on employee participation that applied prior to the cross-border conversion continue to apply until the date of application of any

subsequently agreed rules or in the absence of agreed rules until the application of default rules in accordance with point (a) of Part 3 of the Annex.

Or. en

Amendment 499

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 1 – paragraph 4

Text proposed by the Commission

4. When regulating the principles and procedures referred to in paragraph 3, Member States:

Amendment

4. When regulating the principles and procedures referred to in paragraph 3, Member States *shall ensure that the rules on employee participation that applied prior to the cross-border conversion continue to apply until the date of application of any subsequently agreed rules or in the absence of agreed rules until the application of default rules in accordance with point (a) of Part 3 of the Annex.*

Or. en

Amendment 500

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 1 – paragraph 4 – point a

Text proposed by the Commission

(a) *shall confer on the special negotiating body the right to decide, by a majority of two thirds of its members*

Amendment

deleted

representing at least two thirds of the employees, not to open negotiations or to terminate negotiations already opened and to rely on the rules on participation in force in the destination Member State;

Or. en

Amendment 501

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 1 – paragraph 4 – point a

Text proposed by the Commission

Amendment

(a) shall confer on the special negotiating body the right to decide, by a majority of two thirds of its members representing at least two thirds of the employees, not to open negotiations or to terminate negotiations already opened and to rely on the rules on participation in force in the destination Member State;

deleted

Or. en

Amendment 502

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 1 – paragraph 4 – point a

Text proposed by the Commission

Amendment

(b) may, in the case where, following prior negotiations, standard rules for participation apply and notwithstanding such rules, decide to limit the proportion

deleted

of employee representatives in the administrative organ of the converted company. However, if in the company carrying out the conversion employee representatives constituted at least one third of the administrative or supervisory board, the limitation may never result in a lower proportion of employee representatives in the administrative organ than one third;

Or. en

Amendment 503

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 1 – paragraph 4 – point b

Text proposed by the Commission

Amendment

(b) may, in the case where, following prior negotiations, standard rules for participation apply and notwithstanding such rules, decide to limit the proportion of employee representatives in the administrative organ of the converted company. However, if in the company carrying out the conversion employee representatives constituted at least one third of the administrative or supervisory board, the limitation may never result in a lower proportion of employee representatives in the administrative organ than one third;

deleted

Or. en

Amendment 504

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 1 – paragraph 4 – point c

Text proposed by the Commission

Amendment

(c) *shall ensure that the rules on employee participation that applied prior to the cross-border conversion continue to apply until the date of application of any subsequently agreed rules or in the absence of agreed rules until the application of default rules in accordance with point (a) of Part 3 of the Annex.*

deleted

Or. en

Amendment 505
Pascal Durand
on behalf of the Verts/ALE Group

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 1 – paragraph 4 – point c

Text proposed by the Commission

Amendment

(c) shall ensure that the rules on employee participation that applied prior to the cross-border conversion continue to apply until the date of application of any subsequently agreed rules or in the absence of agreed rules until the application of default rules in accordance with point (a) of Part 3 of the Annex.

(c) shall ensure that the rules on employee participation that applied prior to the cross-border conversion continue to apply until the date of application of any subsequently agreed rules or in the absence of agreed rules until the application of default rules in accordance with point (g) of Paragraph 3.

Or. en

Amendment 506
Sergio Gaetano Cofferati, Jytte Guteland, Evelyne Gebhardt

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 1 – paragraph 5

Text proposed by the Commission

Amendment

5. *The extension of participation rights to employees of the converted company employed in other Member States, referred to in point (b) of paragraph 2, shall not entail any obligation for Member States which choose to do so to take those employees into account when calculating the size of workforce thresholds giving rise to participation rights under national law.* **deleted**

Or. en

Amendment 507

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 1 – paragraph 5

Text proposed by the Commission

Amendment

5. *The extension of participation rights to employees of the converted company employed in other Member States, referred to in point (b) of paragraph 2, shall not entail any obligation for Member States which choose to do so to take those employees into account when calculating the size of workforce thresholds giving rise to participation rights under national law.* **deleted**

Or. en

Amendment 508

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 1 – paragraph 7

Text proposed by the Commission

7. Where the converted company is operating under an employee participation system, that company shall be obliged to take measures to ensure that employees' participation rights are protected in the event of any subsequent cross-border or domestic merger, division or conversion for a period of **three** years after the cross-border conversion has taken effect, by applying mutatis mutandis the rules laid down in paragraphs 1 to 6.

Amendment

7. Where the converted company is operating under an employee participation system, that company shall be obliged to take measures to ensure that employees' participation rights are protected in the event of any subsequent cross-border or domestic merger, division or conversion for a period of **five** years after the cross-border conversion has taken effect, by applying mutatis mutandis the rules laid down in paragraphs 1 to 6.

Or. en

Amendment 509

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 1 – paragraph 7

Text proposed by the Commission

7. Where the converted company is operating under an employee participation system, that company shall be obliged to take measures to ensure that employees' participation rights are protected in the event of any subsequent cross-border or domestic merger, division or conversion for a period of **three** years after the cross-border conversion has taken effect, by applying mutatis mutandis the rules laid down in paragraphs 1 to 6.

Amendment

7. Where the converted company is operating under an employee participation system, that company shall be obliged to take measures to ensure that employees' participation rights are protected in the event of any subsequent cross-border or domestic merger, division or conversion for a period of **ten** years after the cross-border conversion has taken effect, by applying mutatis mutandis the rules laid down in paragraphs 1 to 6.

Amendment 510

Luis de Grandes Pascual, Axel Voss

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 l – paragraph 7

Text proposed by the Commission

7. Where the converted company is operating under an employee participation system, that company shall be obliged to take measures to ensure that employees' participation rights are protected in the event of any subsequent cross-border or domestic merger, division or conversion for a period of **three years** after the cross-border conversion has taken effect, by applying mutatis mutandis the rules laid down in paragraphs 1 to 6.

Amendment

7. Where the converted company is operating under an employee participation system, that company shall be obliged to take measures to ensure that employees' participation rights are protected in the event of any subsequent cross-border or domestic merger, division or conversion for a period of **one year** after the cross-border conversion has taken effect, by applying mutatis mutandis the rules laid down in paragraphs 1 to 6.

Amendment 511

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 m – paragraph 1

Text proposed by the Commission

1. Member States shall designate the authority competent to scrutinise the legality of the cross-border conversion as regards that part of the procedure which is governed by the law of the departure Member State and to issue a pre-conversion certificate attesting compliance with all the relevant conditions and the

Amendment

1. Member States shall designate the authority competent to scrutinise the legality of the cross-border conversion as regards that part of the procedure which is governed by the law of the departure Member State and to issue a pre-conversion certificate attesting compliance with all the relevant conditions and the

proper completion of all procedures and formalities in the departure Member State.

proper completion of all procedures and formalities in the departure Member State.

The competent authority shall set up appropriate coordination mechanisms with other authorities and bodies in that Member State working in the policy fields covered by this Directive.

Or. en

Amendment 512

Luis de Grandes Pascual

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 m – paragraph 1

Text proposed by the Commission

1. Member States shall designate the authority competent to scrutinise the legality of the cross-border conversion as regards that part of the procedure which is governed by the law of the departure Member State and to issue a pre-conversion certificate attesting compliance with all the relevant conditions and the proper completion of all procedures and formalities in the departure Member State.

Amendment

1. Member States shall designate the ***court, notary or other*** authority competent to scrutinise the legality of the cross-border conversion as regards that part of the procedure which is governed by the law of the departure Member State and to issue a pre-conversion certificate attesting compliance with all the relevant conditions and the proper completion of all procedures and formalities in the departure Member State.

Or. es

Amendment 513

Luis de Grandes Pascual, Axel Voss

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 m – paragraph 1

Text proposed by the Commission

Amendment

1. Member States shall designate the authority competent to scrutinise the legality of the cross-border conversion as regards that part of the procedure which is governed by the law of the departure Member State and to issue a pre-conversion certificate attesting compliance with all the relevant conditions and the proper completion of all procedures and formalities in the departure Member State.

1. Member States shall designate the ***court, notary or other*** authority competent to scrutinise the legality of the cross-border conversion as regards that part of the procedure which is governed by the law of the departure Member State and to issue a pre-conversion certificate attesting compliance with all the relevant conditions and the proper completion of all procedures and formalities in the departure Member State.

Or. en

Amendment 514

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 m – paragraph 2 – point b

Text proposed by the Commission

(b) the reports referred to in Articles 86e, 86f and 86g, as appropriate;

Amendment

(b) the reports referred to in Articles 86e, 86f and 86g, as appropriate, ***and including the employees' opinion and response of the management referred to in article 86f paragraphs 4 and 4a;***

Or. en

Amendment 515

Angelika Niebler

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 m – paragraph 3 – subparagraph 2

Text proposed by the Commission

However, in cases of genuine suspicion of

Amendment

Member States shall lay down detailed

fraud based on reasonable grounds, Member States may require a physical presence before a competent authority where relevant information and documents are required to be submitted.

rules for the on-line application referred to in paragraph 2. Articles 13b(4) and 13f(3) and (4) shall apply accordingly.

Or. de

Amendment 516

Evelyn Regner, Sergio Gaetano Cofferati, Jytte Guteland

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 m – paragraph 3 – subparagraph 2

Text proposed by the Commission

However, in cases of genuine suspicion of fraud based on reasonable grounds Member States may require a physical presence before a competent authority where relevant information and documents are required to be submitted.

Amendment

Member States shall lay down detailed rules for the online application referred to in paragraph 2. Article 86h paragraph 4 subparagraph 2 and Article 13f paragraph 3 and 4 shall apply accordingly.

Or. en

Amendment 517

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 m – paragraph 4

Text proposed by the Commission

4. In respect of compliance with the rules concerning employee participation as laid down in Article 86l, the departure Member State shall verify that the draft terms of cross-border conversion, referred to in paragraph 2 of this Article, include information on the procedures by which

Amendment

4. In respect of compliance with the rules concerning employee participation as laid down in Article 86l, the departure Member State shall verify that the draft terms *and reports* of cross-border conversion, referred to in paragraph 2 of this Article, include information on the

the relevant arrangements are determined and on the possible options for such arrangements.

procedures by which the relevant arrangements are determined and on the possible options for such arrangements.

Or. en

Amendment 518

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 m – paragraph 5 – point a a (new)

Text proposed by the Commission

Amendment

(aa) the opinion of the employees representation's opinion according to Article 86f (4)

Or. en

Amendment 519

Evelyn Regner, Jytte Guteland, Sergio Gaetano Cofferati

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 m – paragraph 5 – point b

Text proposed by the Commission

Amendment

(b) all comments and opinions submitted by interested parties in accordance with Article 86h(I);

(b) all comments and opinions submitted by interested parties in accordance with Article 86h (I), *particularly the opinion referred in Article 86 f (4);*

Or. en

Amendment 520

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 m – paragraph 5 – point b a (new)

Text proposed by the Commission

Amendment

***(ba) the opinion of the employees
representation’s opinion according to
Article 86f (4)***

Or. en

Amendment 521

Luis de Grandes Pascual, Axel Voss

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 m – paragraph 5 – point c a (new)

Text proposed by the Commission

Amendment

***(ca) whether the cross-border
conversion does not pretend abusive,
fraudulent or criminal purposes, leading
or aimed to lead to the evasion or
circumvention of national or EU law,
including the evasion or circumvention of
rights of employees, creditors or members.***

Or. en

Amendment 522

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 m – paragraph 7 – introductory part

Text proposed by the Commission

Amendment

7. Member States shall ensure that the assessment by the competent authority is carried out within one month of the date of receipt of the *information concerning the approval of the conversion* by the *general meeting of the company*. It shall have one of the following outcomes:

7. Member States shall ensure that the assessment by the competent authority is carried out within one month of the date of receipt of the *report* by the *independent expert*. It shall have one of the following outcomes:

Or. en

Amendment 523

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 m – paragraph 7 – point a

Text proposed by the Commission

(a) where the competent authority determines that the cross-border conversion falls within the scope of the national provisions transposing this Directive, that it complies with all the relevant conditions and that all necessary procedures and formalities have been completed, the competent authority shall issue the pre-conversion certificate;

Amendment

(a) where the competent authority determines that the cross-border conversion falls within the scope of the national provisions transposing this Directive, that it complies with all the relevant conditions and that all necessary procedures and formalities have been completed *and if there are no indications for circumventing employee participation rules*, the competent authority shall issue the pre-conversion certificate;

Or. en

Amendment 524

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 m – paragraph 7 – point a (new)

Text proposed by the Commission

Amendment

(aa) Member States shall ensure, in accordance with Article 6 of Directive 2002/14/EC that employees' representatives enjoy adequate protection to enable them to perform properly their duties.

Or. en

Amendment 525

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 m – paragraph 8 a (new)

Text proposed by the Commission

Amendment

(ca) Member States shall provide for appropriate measures to support the implementation of this rules, to provide for the necessary procedures in case of non-compliance, provide for the necessary instruments to enforce the obligations of the converting company, and establish a set of administrative and judicial procedures in case of breach of the rules of this Article. Establishing prima facie evidence is applied in case of non-respect of the workers' representative rights.

Or. en

Amendment 526

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 m – paragraph 8 b (new)

Text proposed by the Commission

Amendment

(cb) If the threshold according to Article 86l(3), para 2, of the departure Member State is exceeded, new negotiations needs to be initiated following the provisions of this Article. In deviation of Article 86l(5) the standard rules refer to the level of employee participation that would be foreseen for the country of origin above the threshold if the company had not undergone a cross-border conversion.

Or. en

Amendment 527
Sajjad Karim

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 n – title

Text proposed by the Commission

Amendment

Article 86n
In-depth assessment

Article 86n

Assessment

Or. en

Amendment 528
Pascal Durand
on behalf of the Verts/ALE Group

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 n – paragraph 1 – subparagraph 1

Text proposed by the Commission

Amendment

Member States shall ensure in order to assess whether the cross-border conversion constitutes an artificial arrangement ***within***

Member States shall ensure in order to assess whether the cross-border conversion constitutes an artificial arrangement, that

the meaning of Article 86c(3), that the competent authority of the departure Member State carries out an in-depth assessment of all relevant facts and circumstances and shall take into account at a minimum the following: the characteristics of the establishment in the destination Member State, including the intent, the sector, the investment, the net turnover and profit or loss, number of employees, the composition of the balance sheet, the tax residence, the assets and their location, the habitual place of work of the employees and of specific groups of employees, *the place* where social contributions are due and the commercial risks assumed by the converted company in the destination Member State and the departure Member State.

the competent authority of the departure Member State carries out an in-depth assessment of all relevant facts and circumstances and shall take into account at a minimum the following:

- (i) the characteristics of the establishment in the destination Member State, including the intent, the sector, the investment, the net turnover and profit or loss,
- (ii) *the number of employees working in the country of destination, the number of employees working in another country grouped according to the country of work, the number of employees posted in the year prior to the conversion within the meanings of Regulation (EC) No 883/2004 and Directive 96/71/EC, the number of employees working simultaneously in more than one Member State within the meaning of Regulation (EC) No 883/2004*, the composition of the balance sheet,
- (iii) the tax residence,
- (iv) the assets and their location,
- (v) the habitual place of work of the employees and of specific groups of employees,
- (vi) *the places* where social contributions are due,

(vii) and the commercial risks assumed by the converted company in the destination Member State and the departure Member State., *and*

(viii) *the composition of the balance sheet and of the financial statement in the destination member state and in all member States in which the company operates in the last two fiscal years.*

Or. en

Amendment 529

Jens Rohde, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 n – paragraph 1 – subparagraph 1

Text proposed by the Commission

Member States shall ensure in order to assess whether the cross-border conversion constitutes an artificial arrangement within the meaning of Article 86c(3), that the competent authority of the departure Member State carries out an in-depth assessment of all relevant facts and circumstances *and shall take into account at a minimum the following: the characteristics of the establishment in the destination Member State, including the intent, the sector, the investment, the net turnover and profit or loss, number of employees, the composition of the balance sheet, the tax residence, the assets and their location, the habitual place of work of the employees and of specific groups of employees, the place where social contributions are due and the commercial risks assumed by the converted company in the destination Member State and the departure Member State.*

Amendment

Member States shall ensure in order to assess whether the cross-border conversion constitutes an artificial arrangement within the meaning of Article 86c(3), that the competent authority of the departure Member State carries out an in-depth assessment of all relevant facts and circumstances.

Amendment 530

Jiří Maštálka

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 n – paragraph 1 – subparagraph 1

Text proposed by the Commission

Member States shall ensure in order to assess whether the cross-border conversion constitutes an artificial arrangement within the meaning of Article 86c(3), that the competent authority of the departure Member State carries out an in-depth assessment of all relevant facts and circumstances and shall take into account at a minimum the following: the characteristics of the establishment in the destination Member State, including the intent, the sector, the investment, the net turnover and profit or loss, number of employees, the composition of the balance sheet, the tax residence, the assets and their location, the habitual place of work of the employees and of specific groups of employees, the place where social contributions are due and the commercial risks assumed by the converted company in the destination Member State and the departure Member State.

Amendment

Member States shall ensure in order to assess whether the cross-border conversion constitutes an artificial arrangement within the meaning of Article 86c(3), that the competent authority of the departure Member State carries out an in-depth assessment of all relevant facts and circumstances and shall take into account at a minimum the following: the characteristics of the establishment in the destination Member State, including the intent, the sector, the investment, the net turnover and profit or loss, number of employees, the composition of the balance sheet, the tax residence, the assets and their location, the habitual place of work of the employees and of specific groups of employees, the place where social contributions are due and the commercial risks assumed by the converted company in the destination Member State and the departure Member State ***and the composition of the balance sheet and of the financial statement in the destination member state and in all member States in which the company operates in the last two fiscal years.. The competent authority shall be able to ask questions and receive information to the competent authority of the destination Member State***

Amendment 531

Sergio Gaetano Cofferati, Jytte Guteland, Evelyne Gebhardt

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 n – paragraph 1 – subparagraph 1

Text proposed by the Commission

Member States shall ensure in order to assess whether the cross-border conversion constitutes an artificial arrangement *within the meaning of Article 86c(3)*, that the competent authority of the departure Member State carries out an in-depth assessment of all relevant facts and circumstances and shall take into account at a minimum the following: the characteristics of the establishment in the destination Member State, including the *intent, the sector, the investment, the net turnover and profit or loss, number of employees, the composition of the balance sheet*, the tax residence, the assets and their location, the habitual place of work of the employees and of specific groups of employees, the place where social contributions are due *and* the commercial risks assumed by the converted company in the destination Member State and the departure Member State.

Amendment

Member States shall ensure in order to assess whether the cross-border conversion constitutes an artificial arrangement, that the competent authority of the departure Member State carries out an in-depth assessment of all relevant facts and circumstances and shall take into account at a minimum the following: the characteristics of the establishment in the destination Member State, including the sector, the investment, the net turnover and profit or loss, number of employees, the tax residence, the assets and their location, the habitual place of work of the employees and of specific groups of employees, the place where social contributions are due, the commercial risks assumed by the converted company in the destination Member State and the departure Member State *and the composition of the balance sheet and of the financial statement in the destination member state and in all Member States in which the company operates in the last two fiscal years. The competent authority shall be able to ask questions to and receive information from the competent authority of the destination Member State.*

Or. en

Amendment 532

Luis de Grandes Pascual, Axel Voss

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132
Article 86 n – paragraph 1 – subparagraph 1

Text proposed by the Commission

Member States **shall** ensure in order to assess whether the cross-border conversion constitutes an artificial arrangement within the meaning of Article 86c(3), that the competent authority of the departure Member State carries out an in-depth assessment of all relevant facts and circumstances **and** shall take into account at a minimum the following: the characteristics of the establishment in the destination Member State, including the intent, the sector, the investment, the net turnover and profit or loss, number of employees, the composition of the balance sheet, the tax residence, the assets and their location, the habitual place of work of the employees and of specific groups of employees, the place where social contributions are due and the commercial risks assumed by the converted company in the destination Member State and the departure Member State.

Amendment

Member States **may** ensure in order to assess whether the cross-border conversion constitutes an artificial arrangement within the meaning of Article 86c(3), that the competent authority of the departure Member State carries out an in-depth assessment of all relevant facts and circumstances, ***if there are strong, objective suspicions that the company is conducting the cross border conversion in order to avoid or breach the law of the departure Member State. An in-depth assessment*** shall take into account at a minimum the following: the characteristics of the establishment in the destination Member State, including the intent, the sector, the investment, the net turnover and profit or loss, number of employees, the composition of the balance sheet, the tax residence, the assets and their location, the habitual place of work of the employees and of specific groups of employees, the place where social contributions are due and the commercial risks assumed by the converted company in the destination Member State and the departure Member State.

Or. en

Amendment 533
Sajjad Karim

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 n – paragraph 1 – subparagraph 1

Text proposed by the Commission

Member States shall ensure in order to

Amendment

Member States shall ensure in order to

assess whether the cross-border conversion constitutes an artificial arrangement within the meaning of Article 86c(3), that the competent authority of the departure Member State carries out an *in-depth* assessment of all relevant facts and circumstances and *shall* take into account *at a minimum* the following: the characteristics of the establishment in the destination Member State, including the intent, the sector, the investment, the net turnover and profit or loss, number of employees, the composition of the balance sheet, the tax residence, the assets and their location, the habitual place of work of the employees and of specific groups of employees, the place where social contributions are due and the commercial risks assumed by the converted company in the destination Member State and the departure Member State.

assess whether the cross-border conversion constitutes an artificial arrangement within the meaning of Article 86c(3), that the competent authority of the departure Member State carries out an assessment of all relevant facts and circumstances and *may* take into account the following: the characteristics of the establishment in the destination Member State, including the intent, the sector, the investment, the net turnover and profit or loss, number of employees, the composition of the balance sheet, the tax residence, the assets and their location, the habitual place of work of the employees and of specific groups of employees, the place where social contributions are due and the commercial risks assumed by the converted company in the destination Member State and the departure Member State.

Or. en

Amendment 534
Jens Rohde, António Marinho e Pinto

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 n – paragraph 1 – subparagraph 2

Text proposed by the Commission

Those elements may be only considered as indicative factors in the overall assessment and therefore shall not be considered in isolation.

Amendment

The elements *laid down in Article 86g (3)(b) shall be taken into account but* may be only considered as indicative factors in the overall assessment and therefore shall not be considered in isolation.

Or. en

Amendment 535
Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 n – paragraph 1 a (new)

Text proposed by the Commission

Amendment

Where relevant, the competent authority shall ask questions to and receive information from the competent authority of the destination Member State. The competent authority shall ensure communication between the independent expert and other authorities in that Member State responsible for any of the areas touched upon by this Directive.

Or. en

Amendment 536

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 n – paragraph 2

Text proposed by the Commission

Amendment

2. Member States shall ensure that where the competent authority referred to in paragraph 1 decides to carry out an in-depth assessment, it is able to hear the company and all parties that have submitted observations pursuant Article 86h(1)(c) in accordance with national law. The competent authorities referred to in paragraph 1 may also hear any other interested third parties in accordance with national law. The competent authority shall take its final decision regarding the issue of the pre-conversion certificate within **two** months from the start of the in-depth

2. Member States shall ensure that where the competent authority referred to in paragraph 1 decides to carry out an in-depth assessment, it is able to hear the company and all parties that have submitted observations pursuant Article 86h(1)(c) in accordance with national law. The competent authorities referred to in paragraph 1 may also hear any other interested third parties in accordance with national law. The competent authority shall take its final decision regarding the issue of the pre-conversion certificate within **five** months from the start of the in-depth

assessment.

assessment.

Or. en

Amendment 537

Sajjad Karim

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 n – paragraph 2

Text proposed by the Commission

2. Member States shall ensure that where the competent authority referred to in paragraph 1 decides to carry out an *in-depth* assessment, it is able to hear the company and all parties that have submitted observations pursuant Article 86h(1)(c) in accordance with national law. The competent authorities referred to in paragraph 1 may also hear any other interested third parties in accordance with national law. The competent authority shall take its final decision regarding the issue of the pre-conversion certificate within two months from the start of the in-depth assessment.

Amendment

2. Member States shall ensure that where the competent authority referred to in paragraph 1 decides to carry out an assessment, it is able to hear the company and all parties that have submitted observations pursuant Article 86h(1)(c) in accordance with national law. The competent authorities referred to in paragraph 1 may also hear any other interested third parties in accordance with national law. The competent authority shall take its final decision regarding the issue of the pre-conversion certificate within two months from the start of the in-depth assessment.

Or. en

Amendment 538

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 p – paragraph 1

Text proposed by the Commission

Member States shall designate an authority

Amendment

Member States shall designate an authority

competent to scrutinise the legality of the cross-border conversion as regards that part of the procedure which is governed by the law of the destination Member State and to approve the cross-border conversion where the conversion complies with all the relevant conditions and the proper completion of all procedures and formalities in the destination Member State.

competent to scrutinise the legality of the cross-border conversion as regards that part of the procedure which is governed by the law of the destination Member State and to approve the cross-border conversion where the conversion complies with all the relevant conditions and the proper completion of all procedures and formalities in the destination Member State. ***The competent authority shall set up appropriate coordination mechanisms with other authorities and bodies in that Member State working in the policy fields covered by this Directive.***

Or. en

Amendment 539

Luis de Grandes Pascual

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 p – paragraph 1

Text proposed by the Commission

Member States shall designate ***an*** authority competent to scrutinise the legality of the cross-border conversion as regards that part of the procedure which is governed by the law of the destination Member State and to approve the cross-border conversion where the conversion complies with all the relevant conditions and the proper completion of all procedures and formalities in the destination Member State.

Amendment

Member States shall designate ***the court, notary or other*** authority competent to scrutinise the legality of the cross-border conversion as regards that part of the procedure which is governed by the law of the destination Member State and to approve the cross-border conversion where the conversion complies with all the relevant conditions and the proper completion of all procedures and formalities in the destination Member State.

Or. es

Amendment 540

Luis de Grandes Pascual, Axel Voss

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 p – paragraph 1

Text proposed by the Commission

Member States shall designate **an** authority competent to scrutinise the legality of the cross-border conversion as regards that part of the procedure which is governed by the law of the destination Member State and to approve the cross-border conversion where the conversion complies with all the relevant conditions and the proper completion of all procedures and formalities in the destination Member State.

Amendment

Member States shall designate **the court, notary or other** authority competent to scrutinise the legality of the cross-border conversion as regards that part of the procedure which is governed by the law of the destination Member State and to approve the cross-border conversion where the conversion complies with all the relevant conditions and the proper completion of all procedures and formalities in the destination Member State.

Or. en

Amendment 541

Angelika Niebler

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 p – paragraph 3

Text proposed by the Commission

However, in cases of genuine suspicion of fraud based on reasonable grounds, Member States may require a physical presence before a competent authority of a Member State where relevant information and documents are required to be submitted.

Amendment

Member States shall lay down detailed rules for the on-line application made in accordance with paragraph 1. Articles 13b(4) and 13f(3) and (4) shall apply accordingly.

Or. de

Amendment 542

Evelyn Regner, Sergio Gaetano Cofferati, Jytte Guteland

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 p – paragraph 3 – subparagraph 2

Text proposed by the Commission

However, in cases of genuine suspicion of fraud based on reasonable grounds, Member States may require a physical presence before a competent authority of a Member State where relevant information and documents are required to be submitted.

Amendment

Member States *shall lay down detailed rules for the online application referred to in paragraph 1. Article 86h paragraph 4 subparagraph 2 and Article 13f paragraph 3 and 4 shall apply accordingly.*

Or. en

Amendment 543

Evelyn Regner, Sergio Gaetano Cofferati, Jytte Guteland

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 q – paragraph 2

Text proposed by the Commission

2. Member States shall ensure that at least the following information shall be entered in their registers, which are made publically available and accessible by means of the system referred to in Article 22:

Amendment

2. Member States shall ensure that at least the following information shall be entered in their registers *in a clear and timely manner*, which are made publically available and accessible *free of charge* by means of the system referred to in Article 22

Or. en

Amendment 544

Evelyn Regner, Sergio Gaetano Cofferati, Jytte Guteland

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 q – paragraph 2 – point d a (new)

Text proposed by the Commission

Amendment

(da) (e) the arrangements made for the exercise of the rights of creditors, members and employees, in particular whether (i) a European works council exists and how the necessary information and consultation procedures have been applied, (ii) employee board level representation rights have been considered (or are not applicable) and (iii) where applicable, a special negotiating body has been formed and (iv) where applicable, the standard rules have been applied.

Or. en

Amendment 545
Angelika Niebler

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 s – paragraph 1 – point a

Text proposed by the Commission

Amendment

(a) ***all the assets and liabilities of the company carrying out the cross-border conversion including all contracts, credits, rights and obligations shall be transferred to and shall continue with the converted company***

(a) The company carrying out the cross-border conversion ***shall continue to exist in the legal form determined by the general meeting referred to in Article 86i.***

Or. de

Justification

Cross-border conversion should not affect the identity of a company, since rights and obligations are retained by the same legal entity. There is therefore no need for the transfer of assets to be regulated.

Amendment 546

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Angelika Niebler

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 s – paragraph 1 – point c

Text proposed by the Commission

Amendment

(c) *the rights and obligations of the company carrying out the cross-border conversion arising from contracts of employment or from employment relationships and existing at the date on which the cross-border conversion takes effect shall, by reason of that cross-border conversion taking effect, be transferred to the company resulting from the cross-border conversion on the date on which the cross-border conversion takes effect.*

deleted

Or. de

Justification

Cross-border conversion should not affect the identity of a company, since rights and obligations are retained by the same legal entity. The paragraph is therefore superfluous.

Amendment 547

Angelika Niebler

Proposal for a directive

Article 1 – paragraph 1 – point 3

Directive (EU) 2017/1132

Article 86 s – paragraph 2

Text proposed by the Commission

Amendment

(2) *Any activity of the converted company carried out after the date of registration in the destination Member State and before the company carrying out the conversion has been struck off from the register in the departure Member State shall be treated as the activity of the converted company.*

(2) *Where, in the case of a cross-border merger of companies, the laws of the Member States require the completion of special formalities before the transfer of certain assets, rights and obligations by the merging companies becomes effective against third parties, those formalities shall be carried out by the company*

resulting from the cross-border merger.

Or. de

Justification

Provision based on Article 131(3) of Directive 2017/1132.

Amendment 548
Angelika Niebler

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 s – paragraph 3

Text proposed by the Commission

Amendment

(3) *The converted company shall be liable for any losses arising from any differences in national legal systems of the Member States of departure and destination, where any contracting party or counterparty of the company carrying out the conversion had not been informed of the cross-border conversion by that company prior to concluding that contract.* *deleted*

Or. de

Justification

The question of losses covered by this paragraph is already covered by Article 86k. The paragraph is therefore superfluous.

Amendment 549
Jiří Maštálka

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 t – title

Text proposed by the Commission

Amendment

Article 86t
Liability of the independent experts

deleted

Or. en

Amendment 550
Pascal Durand
on behalf of the Verts/ALE Group

Proposal for a directive
Article 1 – paragraph 1 – point 3
Directive (EU) 2017/1132
Article 86 u

Text proposed by the Commission

Amendment

However, if during the year following the date on which the cross-border conversion takes effect, new information on this cross-border conversion are brought to the attention of the competent authorities alleging of genuine suspicion of fraud, the competent authorities shall proceed to a revised assessment of the facts of the case and can take effective, proportionate and dissuasive sanctions, including financial penalties, in cases of artificial arrangements.

Or. en

Amendment 551
Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive
Article 1 – paragraph 1 – point 4 – point b – point i (new)
Directive (EU) 2017/1132
Article 119 – paragraph 2 a (new)

Text proposed by the Commission

Amendment

(i) In article 119, the new paragraph is inserted:

"employee participation" means the influence of the employees and/or the employees' representatives in the affairs of a company by way of the right to elect or appoint some of the members of the company's supervisory or administrative organ;

Or. en

Amendment 552

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 4 a (new)

Directive (EU) 2017/1132

Article 119 – paragraph 2 a (new)

Text proposed by the Commission

Amendment

(4a) In article 119, the new paragraph is inserted:

"information" means the transmission by the employer to the employees and/or employees' representatives at the relevant level, of data which concern the company itself and any of its subsidiaries or establishments situated in another Member State, in order to enable them to acquaint themselves with the subject matter and to examine it. This shall take place at a time, in a manner and with a content which allows the employees and representatives to undertake an in-depth assessment of the possible impact and, where appropriate, prepare consultations with the competent organ of the company;

Or. en

Amendment 553

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 4 b (new)

Directive (EU) 2017/1132

Article 119 – paragraph 2 b (new)

Text proposed by the Commission

Amendment

(4b) In article 119, the new paragraph is inserted:

“consultation” means the exchange of views and establishment of dialogue between the employees and/or the employees’ representatives and the employer, with the employee’s opinion being taken into account in the decision-making process within the company. This shall take place at a time, in a manner and with a content which allows the employees and representatives, on the basis of information provided, to express an opinion on the measures envisaged. It shall allow to meet with the Executive management and obtain a reasoned and exhaustive response before the final decision is adopted;

Or. en

Amendment 554

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 4 c (new)

Directive (EU) 2017/1132

Article 119 – paragraph 2 c (new)

Text proposed by the Commission

Amendment

(4c) In article 119, the new paragraph is inserted:

“participation” means the influence of the employees and/or the employees’ representatives in the affairs of a

company by way of the right to elect or appoint some of the members of the company's supervisory or administrative organ

Or. en

Amendment 555

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 4 d (new)

Directive (EU) 2017/1132

Article 119 – paragraph 2 d (new)

Text proposed by the Commission

Amendment

(4d) In article 119, the new paragraph is inserted:

“artificial arrangement” means any structure, transaction, scheme, action, operation or agreement or a series of these put in place to avoid or circumvent companies’ obligations, where the company has an intention to avoid or circumvent these obligations or where the action is considered to lack genuine economic substance, regardless of the intentions of the company. This includes, but is not limited to, obligations related to legal or contractual rights of employees, creditors or members, employees’ participation or obligations related to taxation or social security;

Or. en

Amendment 556

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 4 e (new)

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Directive (EU) 2017/1132
Article 119 – paragraph 2 e (new)

Text proposed by the Commission

Amendment

(4e) In article 119, the new paragraph is inserted:

'economic substance' means factual criteria, which can be used to define the taxable presence of an undertaking, such as the existence of human and physical resources specific to the entity, its management autonomy, its legal reality, the revenues it generates and, where appropriate, the nature of its assets;

Or. en

Amendment 557

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 4 f (new)

Directive (EU) 2017/1132

Article 119 – paragraph 2 f (new)

Text proposed by the Commission

Amendment

(4f) In article 119, the new paragraph is inserted:

“head office” means the place where key management, and commercial decisions are made that are necessary for the conduct of the entity’s business as a whole;

Or. en

Amendment 558

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU) 2017/1132
Article 120 – paragraph 4

Text proposed by the Commission

4. Member States shall ensure that ***this Chapter does not apply to the company or companies where:***

Amendment

4. Member States shall ensure that ***where a company intends to carry out a cross-border merger, the Member States concerned verify that the cross-border merger complies with the conditions laid down in this paragraph. A company shall not be entitled to carry out a cross-border merger in any of the following circumstances:***

Or. en

Amendment 559
Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU) 2017/1132
Article 120 – paragraph 4 – point a

Text proposed by the Commission

(a) proceedings have been instituted for the winding-up, liquidation, ***or*** insolvency of that company or ***companies;***

Amendment

(a) proceedings have been instituted for the winding-up, liquidation, insolvency of that company or ***genuine suspicion of social fraud or infringements of workers' rights***

Or. en

Amendment 560
Pascal Durand
on behalf of the Verts/ALE Group

Proposal for a directive
Article 1 – paragraph 1 – point 5
Directive (EU) 2017/1132

Article 120 – paragraph 4 – point e a (new)

Text proposed by the Commission

Amendment

(ea) a company is under investigation, is being prosecuted or has been convicted in the last 3 years for infringements of employment legislation or workers' rights, social or tax fraud, tax evasion, tax avoidance or money laundering or any other financial crime;

Or. en

Amendment 561

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 120 – paragraph 4 – point e a (new)

Text proposed by the Commission

Amendment

(ea) disciplinary or administrative actions or criminal sanctions and decisions have been taken involving fraudulent practices which are directly relevant to the companies' competence or reliability

Or. en

Amendment 562

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 120 – paragraph 4 – point e b (new)

Text proposed by the Commission

Amendment

(eb) a company has a backlog in tax or social security payments;

Or. en

Amendment 563

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 120 – paragraph 4 – point e c (new)

Text proposed by the Commission

Amendment

(ec) a company is under investigation, is being prosecuted or has been convicted in the last 3 years for causing environmental damage;

Or. en

Amendment 564

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 120 – paragraph 4 – point e d (new)

Text proposed by the Commission

Amendment

(ed) the company is under investigation, is being prosecuted or has been convicted in the last 3 years for violations of fundamental or human rights;

Or. en

Amendment 565

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 120 – paragraph 4 a (new)

Text proposed by the Commission

Amendment

4a. Member States shall ensure that the competent authorities of the Member States concerned shall not authorise the cross-border merger where it determines, after an examination of the specific case and having regard to all relevant facts and circumstances, that it constitutes an artificial arrangement, or has a strong suspicion that it constitutes such an arrangement.

Or. en

Amendment 566

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 5

Directive (EU) 2017/1132

Article 120 – paragraph 4 b (new)

Text proposed by the Commission

Amendment

4b. The companies carrying out the cross-border merger shall provide substantive information to demonstrate they have an actual establishment and pursue genuine and substantial economic activity in the different Member States concerned. To this end, at least the following condition has to be met:

The company shall have a fixed establishment performing substantial business activities with material premises,

a relevant number of workers employed on permanent basis, and a management body that is materially equipped to negotiate business with third parties.

Or. en

Amendment 567

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 5 a (new)

Directive (EU) 2017/1132

Article 120 – paragraph 5 a (new)

Text proposed by the Commission

Amendment

(5a) In article 120, the following paragraph 5 is inserted:

This Directive is without prejudice to the enforcement of tax rules in national law, including the possibility for the departure Member States to impose a tax on hidden reserves of the converting company before the conversion takes effect, in accordance with of the European Court of Justice

Or. en

Amendment 568

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 5 b (new)

Directive (EU) 2017/1132

Article 120 – paragraph 5 b (new)

Text proposed by the Commission

Amendment

(5b) In article 120, the following paragraph 6 is inserted:

Member States may tax unrealised capital gains at the time of the cross-border merger of companies. The companies may then choose between immediate payment of the amount of tax and a deferred payment of the amount of tax, together with interest in accordance with the applicable national legislation. If a company opts for the latter, the Member State may request the provision of a bank guarantee.

Or. en

Amendment 569

Evelyn Regner, Sergio Gaetano Cofferati, Jytte Guteland

Proposal for a directive

Article 1 – paragraph 1 – point 7 – point -a (new)

Directive (EU) 2017/1132

Article 122 – introductory part

Text proposed by the Commission

Amendment

(-a) In Article 122, the introductory part is replaced by the following:

The management or administrative organ including employee board level representatives, of each of the merging companies shall draw up the common draft terms of a cross-border merger. The common draft terms of a cross-border merger shall include at least the following particulars:

Or. en

Amendment 570

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 7 – point -a (new)

Directive (EU) 2017/1132

Article 122 – introductory part

Text proposed by the Commission

Amendment

(-a) In Article 122, the introductory part is replaced by the following:

The management or administrative organ of each of the merging companies shall draw up the common draft terms of a cross-border merger. The common draft terms of a cross-border merger shall include at least the following elements:

Or. en

Amendment 571

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 7 – point a – introductory part

Directive (EU) 2017/1132

Article 122 – introductory part

Text proposed by the Commission

Amendment

(a) **point (i)** is replaced by the following:

**(a) In Article 122, the introductory part is replaced by the following:
*The management or administrative organ, including employee board level representatives, of each of the merging companies shall draw up the common draft terms of a cross-border merger. The common draft terms of a cross-border merger shall include at least the following information:***

Or. en

Amendment 572

Sergio Gaetano Cofferati, Jytte Guteland, Evelyne Gebhardt

Proposal for a directive

Article 1 – paragraph 1 – point 7 – point a a (new)

Directive (EU) 2017/1132

Article 122 – point (a a) (new)

Text proposed by the Commission

Amendment

(aa) After point (a) the following point is added:

detailed information the transfer of the head office of the company to the destination Member State, in case it is not already located there;

Or. en

Amendment 573

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 7 – point b a (new)

Directive (EU) 2017/1132

Article 122 – point b a (new)

Text proposed by the Commission

Amendment

(ba) the following points (o) and (p) are added:

(o) detailed information on the head office;

(p) the reasons for the merger;

Or. en

Amendment 574

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 7 – point b b (new)

Directive (EU) 2017/1132

Article 122 – point b b (new)

Text proposed by the Commission

Amendment

(bb) the following points (q) to (y) are added:

(q) the name of the ultimate undertaking and, where applicable, the list of all its subsidiaries, a brief description of the nature of their activities and their respective geographic allocation;

(r) the number of employees on a full-time equivalent basis;

(s) fixed assets other than cash or cash equivalents; the amount of the net turnover, including a distinction between the turnover made with related parties and the turnover made with unrelated parties;

(t) the amount of profit or loss before income tax;

(u) the amount of income tax accrued (current year) which is the current tax expense recognised on taxable profits or losses of the financial year by undertakings and branches resident for tax purposes in the relevant tax jurisdiction;

(v) the amount of income tax paid which is the amount of income tax paid during the relevant financial year by undertakings and branches resident for tax purposes in the relevant tax jurisdiction;

(w) the amount of accumulated earnings; stated capital;

(x) details of public subsidies received and any donations made to politicians, political organisations or political foundations;

(y) whether undertakings, subsidiaries or branches benefit from preferential tax treatment, from a patent box or equivalent regimes.

Or. en

Amendment 575

Pascal Durand

on behalf of the Verts/ALE Group

Proposal for a directive

Article 1 – paragraph 1 – point 7 – point c

Directive (EU) 2017/1132

Article 122 – second subparagraph

Text proposed by the Commission

In addition to the official language of each Member State of the merging companies, Member States shall allow the merging companies to use a language customary in the sphere of international business and finance to draw up the common draft terms of a cross-border merger and all other related documents. Member States shall specify which language will prevail in the case of discrepancies identified between the different linguistic versions of those documents.;

Amendment

In addition to the official language of each Member State of the merging companies, Member States shall allow the merging companies to use a language customary in the sphere of international business and finance to draw up the common draft terms of a cross-border merger and all other related documents. Member States shall specify which language will prevail in the case of discrepancies identified between the different linguistic versions of those documents. ***Members, employees or creditors shall have the possibility to comment on these draft terms. The comments shall be included in the final report and be made public.***;

Or. en

Amendment 576

Kosma Złotowski

Proposal for a directive

Article 1 – paragraph 1 – point 8

Directive (EU) 2017/1132

Article 122 – paragraph 1 – subparagraph 2 – point a

Text proposed by the Commission

(a) it may not be earlier than the date of the balance sheet of the last annual financial statements drawn up and ***published*** by any of the merging

Amendment

(a) it may not be earlier than the date of the balance sheet of the last annual financial statements drawn up and ***made available*** by any of the merging

companies;

companies;

Or. en

Amendment 577

Evelyn Regner, Sergio Gaetano Cofferati, Jytte Guteland

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive (EU) 2017/1132

Article 123 – paragraph 2 – subparagraph 1

Text proposed by the Commission

Amendment

Member States may exempt merging companies from the requirement referred to in paragraph 1 where, for a continuous period beginning at least one month before the date fixed for the general meeting which is to decide on the common draft terms of the cross-border merger and ending not earlier than the conclusion of that meeting, those companies make the common draft terms of cross-border merger available on their websites free of charge.

deleted

Or. en

Amendment 578

Evelyn Regner, Sergio Gaetano Cofferati, Jytte Guteland

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive (EU) 2017/1132

Article 123 – paragraph 2 – subparagraph 2

Text proposed by the Commission

Amendment

However, Member States shall not subject that exemption to any requirements or constraints other than those which are necessary in order to ensure the security of the website and the authenticity of the

deleted

documents unless and only to the extent that they are proportionate in order to achieve those objectives.

Or. en

Amendment 579

Evelyn Regner, Sergio Gaetano Cofferati, Jytte Guteland

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive (EU) 2017/1132

Article 123 – paragraph 3

Text proposed by the Commission

3. *Where merging companies disclose the common draft terms of the cross-border merger in accordance with paragraph 2 of this Article*, the following information shall be disclosed at least one month before the date of the general meeting which is to decide thereon in the respective national registers referred to in Article 16:

Amendment

3. *Member States shall also ensure that at least* the following information shall be disclosed, *free of charge*, at least one month before the date of the general meeting which is to decide thereon in the respective national registers referred to in Article 16:

Or. en

Amendment 580

Daniel Buda

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive (EU) 2017/1132

Article 123 – paragraph 3 – point a

Text proposed by the Commission

(a) the legal form, name and registered office of each of the merging companies and the legal form, name and registered office proposed for any newly created company;

Amendment

(a) the legal form, name and *address of the* registered office of each of the merging companies and the legal form, name and registered office proposed for any newly created company;

(This amendment applies throughout the text. Adopting it will necessitate corresponding changes throughout.)

Or. ro

Amendment 581

Evelyn Regner, Sergio Gaetano Cofferati, Jytte Guteland

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive (EU) 2017/1132

Article 123 – paragraph 3 – point c

Text proposed by the Commission

(c) an indication, for each of the merging companies, of the arrangements made for the exercise of the rights of creditors, employees **and members**;

Amendment

(c) an indication, for each of the merging companies, of the arrangements made for the exercise of the rights of creditors, **members and** employees, **in particular whether (i) a European works council exists and how the necessary information and consultation procedures have been applied, (ii) employee board level representation rights have been considered (or are not applicable) and (iii) where applicable, a special negotiating body has been formed and (iv) where applicable, the standard rules have been applied;**

Or. en

Amendment 582

Evelyn Regner, Sergio Gaetano Cofferati, Jytte Guteland

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive (EU) 2017/1132

Article 123 – paragraph 4 – subparagraph 2

Text proposed by the Commission

However, Member States **may, in cases of**

Amendment

Member States **shall lay down detailed**

genuine suspicion of fraud based on reasonable grounds, require a physical presence before a competent authority.

rules for the online disclosure of documents and information referred to in paragraphs 1 and 3. Article 86h paragraph 4 subparagraph 2 and Article 13f paragraph 3 and 4 shall apply accordingly.

Or. en

Amendment 583
Daniel Buda

Proposal for a directive
Article 1 – paragraph 1 – point 9
Directive (EU) 2017/1132
Article 123 – paragraph 6

Text proposed by the Commission

6. Member States may require, in addition to the disclosure referred to in paragraphs 1, 2 and 3 that the common draft terms of the cross-border merger, or the information referred to in paragraph 3, is published in their national gazette. In that instance, Member States shall ensure that the registers referred to in Article 16 transmit the relevant information to the national gazette.

Amendment

6. Member States may require, in addition to the disclosure referred to in paragraphs 1, 2 and 3 that the common draft terms of the cross-border merger, or the information referred to in paragraph 3, is published in their national gazette. In that instance, *in accordance with the principle of the once-only transmission of information in the EU*, Member States shall ensure that the registers referred to in Article 16 transmit the relevant information to the national gazette.

(This amendment applies throughout the text. Adopting it will necessitate corresponding changes throughout.)

Or. ro

Amendment 584
Jens Rohde, António Marinho e Pinto

Proposal for a directive
Article 1 – paragraph 1 – point 9
Directive (EU) 2017/1132
Article 124 – title

Text proposed by the Commission

Article 124
Report of the management or
administrative organ to the members

Amendment

Article 124
Report of the management or
administrative organ to the members ***and
to the employees***

Or. en

Amendment 585

Luis de Grandes Pascual, Axel Voss

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive (EU) 2017/1132

Article 124– paragraph 1

Text proposed by the Commission

1. The management or administrative organ of each of the merging companies shall draw up a report explaining and justifying the legal and economic aspects of the cross-border merger .

Amendment

1. The management or administrative organ of each of the merging companies shall draw up a report explaining and justifying the legal and economic aspects of the cross-border merger ***as well as the implications of the cross-border merger for employees.***

Or. en

Amendment 586

Jens Rohde, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive (EU) 2017/1132

Article 124 – paragraph 1

Text proposed by the Commission

1. The management or administrative organ of each of the merging companies shall draw up a report explaining and justifying the legal and economic aspects of the cross-border merger .

Amendment

1. The management or administrative organ of each of the merging companies shall draw up a report explaining and justifying the legal and economic aspects of the cross-border merger ***and the***

implications of the operation for the employees.

Or. en

Amendment 587

Luis de Grandes Pascual, Axel Voss

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive (EU) 2017/1132

Article 124 – paragraph 2 – point e a (new)

Text proposed by the Commission

Amendment

(ea) the implications of the cross-border merger on the safeguarding of the employment relationships;

Or. en

Amendment 588

Luis de Grandes Pascual, Axel Voss

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive 2017/1132

Article 124 – paragraph 2 – point e b

Text proposed by the Commission

Amendment

(eb) any material changes in the conditions of employment and in the locations of the companies' places of business;

Or. en

Amendment 589

Luis de Grandes Pascual, Axel Voss

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive (EU) 2017/1132

Article 124 – paragraph 2 – point e c (new)

Text proposed by the Commission

Amendment

(ec) whether the factors set out in points (a), (f) and (g) also relate to any subsidiaries of the merging companies.

Or. en

Amendment 590

Jens Rohde, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive (EU) 2017/1132

Article 124 – paragraph 2 – point e a (new)

Text proposed by the Commission

Amendment

2a. the implications of the cross-border merger on the safeguarding of the employment relationships;

Or. en

Amendment 591

Jens Rohde, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive (EU) 2017/1132

Article 124 – paragraph 2 – point e b (new)

Text proposed by the Commission

Amendment

2b. any material changes in the conditions of employment and in the locations of the companies' places of business;

Or. en

Amendment 592

Jens Rohde, António Marinho e Pinto

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive (EU) 2017/1132

Article 124 – paragraph 2 – point e c (new)

Text proposed by the Commission

Amendment

2c. whether the factors set out in points (a), (f) and (g) also relate to any subsidiaries of the merging companies

Or. en

Amendment 593

Jiří Maštálka, Kostas Chrysogonos

Proposal for a directive

Article 1 – paragraph 1 – point 9

Directive (EU) 2017/1132

Article 124 – paragraph 3

Text proposed by the Commission

Amendment

3. The report shall be made available, at least electronically, to the members of each of the merging companies not less than one month before the date of the general meeting referred to in Article 126. The report shall also be made similarly available to the representatives of the employees of each of the merging companies, or where there are no such representatives, to the employees themselves. However, where the approval of the merger is not required by general meeting of the acquiring company in accordance with Article 126(3), the report shall be made available, at least one month before the date of the general meeting of the other merging company or companies.

3. The report shall be made available, at least electronically, to the members of each of the merging companies not less than one month before the date of the general meeting referred to in Article 126. The report shall also be made similarly available to the representatives of the employees of each of the merging companies, or where there are no such representatives, to the ***European Works Council, the representatives of the employees of each of the merging companies, or where there are no such representatives, to employees themselves and the trade unions in the company.*** However, where the approval of the merger is not required by general meeting of the acquiring company in accordance with

Article 126(3), the report shall be made available, at least one month before the date of the general meeting of the other merging company or companies.

Or. en