

Directive (EU) 2017/1132 of the European Parliament and  
of the Council of 14 June 2017 relating to certain aspects  
of company law (codification) (Text with EEA relevance)

TITLE I

**GENERAL PROVISIONS AND THE ESTABLISHMENT AND  
FUNCTIONING OF LIMITED LIABILITY COMPANIES**

*CHAPTER III*

***[<sup>F1</sup>Online procedures (formation, registration and filing), disclosure and registers]***

*Section 2*

***[<sup>F1</sup>Registration and disclosure rules applicable to  
branches of companies from other Member States]***

*[<sup>F1</sup>Article 28a*

**Online registration of branches**

1 Member States shall ensure that the registration in a Member State of a branch of a company that is governed by the law of another Member State may be fully carried out online without the necessity for the applicants to appear in person before any authority or any person or body mandated under national law to deal with any aspect of the application for registration of branches, subject to Article 13b(4) and *mutatis mutandis* to Article 13g(8).

2 Member States shall lay down detailed rules for the online registration of branches, including rules on the documents and information required to be submitted to a competent authority. As part of those rules, Member States shall ensure that online registration may be carried out by submitting information or documents in electronic form, including electronic copies of the documents and information referred to in Article 16a(4), or by making use of the information or documents previously submitted to a register.

3 The rules referred to in paragraph 2 shall at least provide for the following:

- a the procedure to ensure that the applicants have the necessary legal capacity and that they have authority to represent the company;
- b the means for verifying the identity of the person or persons registering the branch or their representatives;
- c the requirements for the applicants to use the trust services referred to in Regulation (EU) No 910/2014.

4 The rules referred to in paragraph 2 may also provide for procedures to do the following:

- a verify the legality of the object of the branch;
- b verify the legality of the name of the branch;

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- c verify the legality of the documents and information submitted for the registration of the branch;
- d provide for the role of a notary or any other person or body involved in the process of registration of the branch under the applicable national provisions.

5 Member States may verify the information about the company by means of the system of interconnection of registers when registering a branch of a company established in another Member State.

Member States shall not make the online registration of a branch conditional on obtaining any licence or authorisation before the branch is registered, unless such a condition is indispensable for the proper oversight laid down in national law of certain activities.

6 Member States shall ensure that the online registration of a branch is completed within 10 working days of the completion of all formalities, including the receipt of all the necessary documents and information which comply with national law by an authority or a person or body mandated under national law to deal with any aspect of the registration of a branch.

Where it is not possible to register a branch within the deadlines referred to in this paragraph, Member States shall ensure that the applicant is notified of the reasons for the delay.

7 Following the registration of a branch of a company established under the laws of another Member State, the register of the Member State where that branch is registered shall notify the Member State where the company is registered that the branch has been registered by means of the system of interconnection of registers. The Member State where the company is registered shall acknowledge receipt of such notification and shall record the information in their register without delay.]

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#### **Textual Amendments**

- F1** Inserted by [Directive \(EU\) 2019/1151 of the European Parliament and of the Council of 20 June 2019 amending Directive \(EU\) 2017/1132 as regards the use of digital tools and processes in company law \(Text with EEA relevance\)](#).