

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

[^{F1}Online procedures (formation, registration and filing), disclosure and registers]

Section 2

*[^{F1}Registration and disclosure rules applicable to
branches of companies from other Member States]*

[^{F2}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.

Textual Amendments

- F2** 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 \(Text with EEA relevance\)](#).

Article 28b

Online filing of documents and information for branches

1 Member States shall ensure that documents and information referred to in Article 30 or any modification thereof may be filed online within the period provided by the laws of the Member State where the branch is established. Member States shall ensure that such filing may be completed online in its entirety without the necessity for the applicants to appear in person before any authority or person or body mandated under national law to deal with the online filing, subject to the provisions laid down in Article 13b(4) and *mutatis mutandis* in Article 13g(8).

2 Article 28a (2) to (5) shall apply *mutatis mutandis* to online filing for branches.

3 Member States may require that certain or all documents and information referred to in paragraph 1 are only filed online.

Textual Amendments

- F2** 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).

Article 28c

Closure of branches

Member States shall ensure that, upon receipt of the documents and information referred to in point (h) of Article 30(1), the register of a Member State where a branch of a company is registered informs, by means of the system of interconnection of registers, the register of the Member State where the company is registered that its branch has been closed and struck off the register. The register of the Member State of the company shall acknowledge receipt of such notification also by means of that system and shall record the information without delay.]

Textual Amendments

- F2** 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).

Article 29

Disclosure of documents and particulars relating to a branch

1 Documents and particulars relating to a branch opened in a Member State by a company of a type listed in Annex II, which is governed by the law of another Member State, shall be disclosed pursuant to the law of the Member State of the branch, in accordance with Article 16.

2 Where disclosure requirements in respect of the branch differ from those in respect of the company, the branch's disclosure requirements shall take precedence with regard to transactions carried out with the branch.

3 The documents and particulars referred to in Article 30(1) shall be made publicly available through the system of interconnection of registers. Article 18 and Article 19(1) shall apply *mutatis mutandis*.

4 Member States shall ensure that branches have a unique identifier allowing them to be unequivocally identified in communications between registers through the system of interconnection of registers. That unique identifier shall comprise, at least, elements making it possible to identify the Member State of the register, the domestic register of origin and the branch number in that register, and, where appropriate, features to avoid identification errors.

Article 30

Documents and particulars to be disclosed

1 The compulsory disclosure provided for in Article 29 shall cover the following documents and particulars only:

- a the address of the branch;
- b the activities of the branch;
- c the register in which the company file referred to in Article 16 is kept, together with the registration number in that register;
- d the name and legal form of the company and the name of the branch, if that is different from the name of the company;
- e the appointment, termination of office and particulars of the persons who are authorised to represent the company in dealings with third parties and in legal proceedings:
 - as a company organ constituted pursuant to law or as members of any such organ, in accordance with the disclosure by the company as provided for in Article 14(d),
 - as permanent representatives of the company for the activities of the branch, with an indication of the extent of their powers;
- f — the winding-up of the company, the appointment of liquidators, particulars concerning them and their powers and the termination of the liquidation in accordance with disclosure by the company as provided for in Article 14(h), (j) and (k),
 - insolvency proceedings, arrangements, compositions, or any analogous proceedings to which the company is subject;
- g the accounting documents in accordance with Article 31;
- h the closure of the branch.

2 The Member State in which the branch has been opened may provide for the disclosure, as referred to in Article 29, of

- a the signature of the persons referred to in points (e) and (f) of paragraph 1 of this Article;
- b the instruments of constitution and the memorandum and articles of association if they are contained in a separate instrument, in accordance with points (a), (b) and (c) of Article 14, together with amendments to those documents;
- c an attestation from the register referred to in point (c) of paragraph 1 of this Article relating to the existence of the company;
- d an indication of the securities on the company's property situated in that Member State, provided such disclosure relates to the validity of those securities.

f² Article 30a

Changes to documents and information of the company

The Member State where a company is registered shall notify, by means of the system of interconnection of registers, without delay, the Member State where a branch of the company is registered, in the event that a change has been filed with regard to any of the following:

- (a) the company's name;

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- (b) the company's registered office;
- (c) the company's registration number in the register;
- (d) the company's legal form;
- (e) the documents and information referred to in points (d) and (f) of Article 14.

Upon receipt of the notification referred to in the first paragraph of this Article, the register in which the branch is registered shall, by means of the system of interconnection of registers, acknowledge receipt of such notification and shall ensure that the documents and information referred to in Article 30(1) are updated without delay.]

Textual Amendments

- F2** 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).

Article 31

Limits on the compulsory disclosure of accounting documents

The compulsory disclosure provided for by Article 30(1)(g) shall be limited to the accounting documents of the company as drawn up, audited and disclosed pursuant to the law of the Member State by which the company is governed in accordance with Directive 2006/43/EC of the European Parliament and of the Council⁽¹⁾ and Directive 2013/34/EU.

[^{F2}Member States may provide that the mandatory disclosure of accounting documents referred to in point (g) of Article 30(1) may be considered fulfilled by the disclosure in the register of the Member State in which the company is registered in accordance with point (f) of Article 14.]

Textual Amendments

- F2** 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).

Article 32

Language of disclosure and translation of documents to be disclosed

The Member State in which the branch has been opened may stipulate that the documents referred to in Article 30(2)(b) and Article 31 are to be published in another official language of the Union and that the translations of such documents are to be certified.

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Article 33

Disclosure in cases of multiple branches in a Member State

Where a company has opened more than one branch in a Member State, the disclosure referred to in Article 30(2)(b) and Article 31 may be made in the register of the branch of the company's choice.

In the case referred to in the first paragraph, compulsory disclosure by the other branches shall cover the particulars of the branch register of which disclosure was made, together with the number of that branch in that register.

Article 34

Information on the opening and termination of winding-up or insolvency proceedings and on striking-off of the company from the register

1 Article 20 shall apply to the register of the company and to the register of the branch respectively.

2 Member States shall determine the procedure to be followed upon receipt of the information referred to in Article 20(1) and (2). Such procedure shall ensure that, where a company has been dissolved or otherwise struck off the register, its branches are likewise struck off the register without undue delay.

3 The second sentence of paragraph 2 shall not apply to branches of companies that have been struck off the register as a consequence of any change in the legal form of the company concerned, a merger or division, or a cross-border transfer of its registered office.

Article 35

Information on letters and order forms

Member States shall prescribe that letters and order forms used by a branch shall state, in addition to the information prescribed by Article 26, the register in which the file in respect of the branch is kept together with the number of the branch in that register.

Textual Amendments

- F1** Substituted 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 \(Text with EEA relevance\)](#).

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- (1) Directive 2006/43/EC of the European Parliament and of the Council of 17 May 2006 on statutory audits of annual accounts and consolidated accounts, amending Council Directives 78/660/EEC and 83/349/EEC and repealing Council Directive 84/253/EEC ([OJ L 157, 9.6.2006, p. 87](#)).