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Progress Report

Accompanying document to the

GREEN PAPER

The interconnection of business registers

{COM(2009) 614 final}

1. INTRODUCTION

In Europe, business registers¹ offer a range of services, which may vary from one country to another. The core services provided by all registers, however, are to register, examine and store company information, such as information on the company's legal form, its seat, capital and legal representatives, and to make this information available to the public. The cross-border cooperation of business registers is indispensable to ensure that reliable information is available electronically on companies all over Europe. Improving this situation was identified by the High Level Group of Independent Stakeholders on Administrative Burdens as a means of facilitating cross-border economic activities. Citing possible savings of €161m regarding certain information obligations stemming from the Eleventh Company law Directive², the experts were fully in support of achieving interoperability between trade registers throughout Europe³. Since this cooperation does not at present involve all Member States, this progress report analyses the current legal and factual situation in order to see where this environment could be improved and some of the potential savings identified could be brought about. Suggestions on the way forward are contained in the Green Paper, which this progress report accompanies.

2. LEGAL CONTEXT

Cross-border cooperation of business registers is required explicitly e.g. by the Directive on cross-border mergers⁴ and by the Statutes for a European Company (SE)⁵ and for a European Cooperative Society (SCE)⁶. Furthermore, the disclosure requirements for foreign branches (established by the Eleventh Company law Directive (89/666/EEC)) and the jurisprudence of the European Court of Justice on company mobility⁷ render such cooperation indispensable in practice. Finally, once

¹ The term "business register" used in this progress report comprises all the central, commercial and companies registers within the meaning of Article 3 of the First Council Directive of 9 March 1968 on co-ordination of safeguards which, for the protection of the interests of members and others, are required by Member States of companies within the meaning of the second paragraph of Article 58 of the Treaty, with a view to making such safeguards equivalent throughout the Community (68/151/EEC).

² Eleventh Council Directive 89/666/EEC of 21 December 1989 concerning disclosure requirements in respect of branches opened in a Member State by certain types of company governed by the law of another State (*OJ L 395, 30.12.1989, p. 36*).

³ Opinion of the High Level Group of Independent Stakeholders on Administrative Burdens ("Stoiber Group") on the priority area company law / annual accounts, 10 July 2008, § 22, http://ec.europa.eu/enterprise/admin-burdens-reduction/docs/080710_hlg_op_comp_law_final.pdf.

⁴ Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on cross-border mergers of limited liability companies (*OJ L 310, 25.11.2005, p. 1*).

⁵ Regulation (EC) 2001/2157 of 8 October 2001 on the Statute for a European company (SE) (*OJ L 294, 10.11.2001, p. 1*).

⁶ Regulation (EC) 2003/1435 of 18 August 2003 on the Statute for a European Cooperative Society (SCE) (*OJ L 207, 18.08.2003, p.1*).

⁷ Centros (*C-212/97*), Überseering (*C-208/00*), Inspire Art (*C-167/01*) cases.

the Statute for a European Private Company (SPE)⁸ is adopted the number of cases that require cross-border cooperation may increase significantly.

2.1. Increased company mobility

Over the past decade, the case law of the European Court of Justice (ECJ) has opened up the possibility for businesses to incorporate in one Member State of the European Union and conduct entirely their business activity in another. In the *Centros* case the ECJ pointed out that *"it is contrary to Articles 52 and 58 of the Treaty for a Member State to refuse to register a branch of a company formed in accordance with the law of another Member State in which it has its registered office but in which it conducts no business where the branch is intended to enable the company in question to carry on its entire business in the State in which that branch is to be created, while avoiding the need to form a company there, thus evading application of the rules governing the formation of companies which, in that State, are more restrictive as regards the paying up of a minimum share capital. That interpretation does not, however, prevent the authorities of the Member State concerned from adopting any appropriate measure for preventing or penalising fraud"*⁹.

Studies¹⁰ show how the jurisprudence of the European Court of Justice increased the number of incorporations in other Member States¹¹ over the last years. Entrepreneurs are more and more inclined to make use of the freedom to incorporate in a country which is best suited to their business needs. These incorporations are often followed by the establishment of a branch in their own Member State for the purpose of conducting their business. By way of illustration, Annex I shows the number of private limited companies incorporated in the UK whose majority of directors reside in another country (1997-2006).

In such situations, according to the experience of a number of Member States,¹² there are significant discrepancies between the content of the register of the company and that of the branch. Most often, the register of the branch is not notified about the insolvency or dissolution of the mother company.

2.2. Directive on disclosure requirements of companies

The First Company law Directive (68/151/EEC) prescribes compulsory disclosure of a series of documents and particulars of limited-liability companies. The 2003 amendment to that Directive required Member States to put in place a system of electronic registers by 1 January 2007¹³. This modernisation of the Directive was

⁸ Proposal for a Council Regulation on the Statute for a European private company, COM(2008) 396 final.

⁹ *Centros* case (C-212/97).

¹⁰ E.g. Becht, Marco, Mayer, Colin and Wagner, Hannes F., Where Do Firms Incorporate? Deregulation and the Cost of Entry (August 2007). ECGI - Law Working Paper No. 70/2006; Journal of Corporate Finance, Vol. 14, No. 3, 2008 Available at SSRN: <http://ssrn.com/abstract=906066>.

¹¹ Especially in the United Kingdom.

¹² See table on page 13 on examples of existing branches of dissolved companies.

¹³ Article 1(3) of Directive 2003/58/EC of the European Parliament and of the Council of 15 July 2003 amending Council Directive 68/151/EEC, as regards disclosure requirements in respect of certain types of companies (OJ L 221, 4.9.2003, p. 13).

aimed at making company information more easily and rapidly accessible by interested parties and at simplifying significantly the disclosure formalities imposed upon companies.

2.3. Branches Directive

Under the Eleventh Company law Directive (89/666/EEC) on disclosure requirements in respect of branches opened in a Member State by companies governed by the law of another State, certain documents and particulars concerning the company have to be disclosed in the register of the branch. A direct exchange of information between the concerned registers could facilitate the task of keeping the relevant information always up-to-date.

2.4. Cross-border mergers Directive

Directive 2005/56/EC on cross-border mergers of limited-liability companies also foresees close cooperation of registers. Article 13 of this Directive stipulates that the registry for the registration of the company resulting from the cross-border merger shall notify, without delay, the registry in which each of the companies was required to file documents that the cross-border merger has taken effect. Deletion of the old registration, if applicable, shall be effected on receipt of that notification, but not before.

2.5. European Company

Council Regulation (EC) No 2157/2001 on the Statute for a European company (SE) also requires registers to cooperate. A striking example relates to the transfer of the registered office. Article 8(11) of the Regulation requires that when the SE's new registration has been effected, the registry for its new registration shall notify the registry for its old registration. Deletion of the old registration shall be effected on receipt of that notification, but not before.

2.6. European Cooperative Society

Council Regulation (EC) No 1435/2003 on the Statute for a European Cooperative Society (SCE) also requires cooperation of registers. Regarding the transfer of registered office, Article 7(11) states that when the SCE's new registration has been effected, the registry for its new registration shall notify the registry for its old registration. Deletion of the old registration shall be effected on receipt of that notification, but not before.

2.7. European Private Company

Article 46(2) of the proposal for a Council Regulation on the Statute for a European private company lays down obligations of authorities responsible for registers. The authorities responsible for the registers¹⁴ shall cooperate with each other to ensure

¹⁴ Designated by the applicable national law in accordance with Article 3 of the First Company law Directive (68/151/EEC).

that the documents and particulars of the SPEs listed in the draft Regulation¹⁵ are also accessible through the registers of all other Member States.

2.8. European Economic Interest Grouping

It could also be useful to see how the different registers which are concerned in the case of a European Economic Interest Grouping could be better linked together. Council Regulation (EEC) No 2137/85 of 25 July 1985 on the European Economic Interest Grouping (EEIG)¹⁶ lays down in its Article 10 that any grouping establishment situated in a Member State other than that in which the official address is situated shall be registered in that State. For the purpose of such registration, a grouping shall file, at the appropriate registry in that Member State, copies of the documents which must be filed at the registry of the Member State in which the official address is situated, together, if necessary, with a translation which is in line with the practice of the registry where the establishment is registered.

2.9. Transparency Directive

In the framework of the Transparency Directive¹⁷ a single electronic network or a platform of electronic networks across Member States should be set up for the so-called officially appointed storage mechanisms¹⁸. These storage mechanisms¹⁹ should provide easy and fast access to regulated information on issuers. This tool shall also facilitate public access to information to be disclosed under the Market Abuse Directive²⁰ and the Prospectus Directive²¹. The Commission Recommendation²² on the electronic network of officially appointed mechanisms for the central storage of regulated information referred to in the Transparency Directive (2004/109/EC) gives guidance to the Member States in order to ensure that the necessary steps are taken to effectively interconnect the officially appointed mechanisms. The Commission specifically recommended that Member States should

¹⁵ The list is composed of: the name of the SPE and the address of its registered office; the names, addresses and any other information necessary to identify the persons who are authorised to represent the SPE in dealings with third parties and in legal proceedings, or take part in the administration, supervision or control of the SPE; the share capital of the SPE; the share classes and the number of shares in each share class; the total number of shares; the nominal value or accountable par of the shares; the articles of association of the SPE; where the SPE was formed as a result of a transformation, merger or division of companies, the resolution on the transformation, merger or division that led to the creation of the SPE (Article 10(2) of the proposed Regulation).

¹⁶ *OJ L 199, 31.07.1985, p. 1.*

¹⁷ Directive 2004/109/EC of the European Parliament and of the Council of 15 December 2004 on the harmonisation of transparency requirements in relation to information about issuers whose securities are admitted on a regulated market and amending Directive 2001/34/EC, (*OJ L 390 31.12.2004 p. 38*).

¹⁸ This is the aim of the guidelines the competent authorities of the Member States shall draw up under Article 22(1) of the Transparency Directive.

¹⁹ The officially appointed storage mechanisms are to be created by Member States according to Articles 21-22 of the Transparency Directive.

²⁰ Directive 2003/6/EC of the European Parliament and of the Council of 28 January 2003 on insider dealing and market manipulation (market abuse) (*OJ L 96, 12.4.2003, p. 16–25*).

²¹ Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC (*OJ L 345, 31.12.2003, p. 64–89*).

²² Commission Recommendation of 11 October 2007 on the electronic network of officially appointed mechanisms for the central storage of regulated information referred to in Directive 2004/109/EC of the European Parliament and the Council (2007/657/EC), (*OJ L 267 12.10.2007*).

encourage the competent authorities to draw up guidelines by 30 September 2010 for the future development of the electronic network looking at, *inter alia*, the technical interconnection with the electronic network developed by the national company registries.

3. STATE OF PLAY

As businesses increasingly expand beyond national borders using the opportunities offered by the Single Market, it has become indispensable to make official and reliable information available to creditors, suppliers, business partners all over Europe. At the same time, operations such as cross-border mergers, divisions or seat transfers and the establishment of branches in other Member States have made the day-to-day cooperation of national, regional or local authorities and/or business registries a necessity.

There are at present two projects which involve the cooperation between business registers.

- A majority of EU registers participate in the European Business Register (EBR), which currently combines registers from 18 Member States. This network allows users to access information through a common electronic platform.
- EBR was also working on a project, funded largely by the Commission to establish interconnection between registers (Business Register Interoperability Throughout Europe – BRITE).

However recently some alternative ways for sharing information and cooperating through electronic means have opened up²³.

- The Internal Market Information System (IMI) is being developed to support day-to-day administrative cooperation between public administrations and make internal market legislation work better. It is managed by the Commission. At present, IMI is used for cooperation under the Professional Qualifications Directive²⁴ and, as from 28 December 2009, the Services Directive²⁵.
- The e-Justice project aims at assisting the work of businesses, legal practitioners and judicial authorities and facilitating the access of citizens to judicial and legal information.

All of these initiatives and their potential future use will be discussed below.

²³ Note should also be taken of the Your Europe - Business portal, since it provides a single point of access at EU level to information and services provided by public administrations in support of businesses. This portal is jointly provided by the European Commission and national authorities. http://ec.europa.eu/youreurope/business/index_en.htm.

²⁴ Directive 2005/36/EC of the European Parliament and of the Council of 7 September 2005 on the recognition of professional qualifications, (*OJ L 255, 30.9.2005, p. 22*).

²⁵ Directive 2006/123/EC of the European Parliament and of the Council of 12 December 2006 on services in the internal market, (*OJ L 376, 27.12.2006, p. 36*).

3.1. European Business Register

EBR²⁶ is a network of business registers whose objective is to offer reliable information on companies all over Europe. Annex II contains the list of the members of EBR. Citizens, businesses and public authorities may subscribe to the services of EBR at the business register of their own country. Subscription enables them to search for a company name through all the registers which are members of EBR by submitting a single query in their own language. In some cases, it is also possible to search for the name of a natural person. As the result of the search, a specific set of company information becomes available, in the language of the query.

3.1.1. Historical background

EBR started as a technical cooperation between business registries in 1992. Its origin can be found in the provisions of the First Company law Directive (68/151/EEC) that, in 1968, defined a mandatory list of information that limited-liability companies in all Member States have to register (Article 2). In 1992, France, Italy, Denmark and the United Kingdom took part in a project whose aim was to ensure easy, multi-lingual access to, at least, a standard set of official company data stored in the business registers of the countries concerned.

EBR relied heavily on EU funding. The first project was financed by the Commission under ENS, the European Nervous System Programme in 1994. The pilot project demonstrated the feasibility of an Internet connection between registers.

In 1996-1998 a second project financed by the Commission - Telematics Application Programme (Administrations) - allowed phase II of the EBR concept development. At the end of the project, the first service on the market was launched, providing access to 12 registers (Austria, Belgium, Denmark, Finland, France, Germany, Greece, Italy, Norway, Spain, Sweden and the UK) through a specific agreement with EBR.

In 2001-2003 a third project (European Business Register - Open Network; EBR-ON) was financed by the IST Programme, Accompanying Measures specific to technology take-up measures, Key Action 1 (Action Line: IST-2001-1.3.2). The scope of the project was the enhancement of the IT platform in order to ease the integration of new parties and the creation of a common user interface that would help the launch of the service to the market.

Migration from the old to the new platform and the launch of a new EBR service took place during the summer of 2004 of the new EBR service with the following 14 providers: Austria, Belgium, Denmark, Estonia, Finland, France, Germany, Greece, Ireland, Italy, Latvia, Norway, Spain and Sweden.

Cooperation between the participating registers was based on an Information Sharing Agreement (ISA) in which the contracting parties undertook the duty to give each other access to information stored in the business registers. Gradually, other countries joined the cooperation. Annex III gives an overview of the progress.

²⁶ <http://www.ebr.org>.

Decision-making in EBR was cumbersome as any amendment to the ISA required the unanimous agreement of all parties. Therefore, in 1998 EBR decided to incorporate in a European legal form, as a European Economic Interest Grouping (EEIG)²⁷. However this legal change could not provide members with an EU-wide solution either as not every business register in the Member States was allowed by law to become a member of an EEIG, in particular because its members bear unlimited joint and several liability for the debts and other liabilities of the EEIG²⁸.

The adoption of the 2003 amendment of the First Company law Directive (2003/58/EC) promoted the future use of EBR since it made it mandatory for Member States to set up electronic business registers by 1 January 2007. The completion of the electronic databases opened the possibility for EBR to extend its services to all the Member States of the EU.

3.1.2. *Current legal status*

Currently, the business registers of 24 jurisdictions take part in the EBR network²⁹. 18 of these countries are Member States³⁰ of the EU while six are other European jurisdictions³¹. All these countries are parties of the Information Sharing Agreement that remains the basis for cooperation between the parties. Only 13 of the 24 participants could become members of the EBR EEIG.

Based on the ISA, the parties shall give each other non-exclusive access to the data stored in the business registers and deliver the predefined information in a standardised report. The access is ensured through a software provided by EBR in accordance with agreed technical conditions. The minimum service that the ISA requires from all parties is to provide for company search and company profile. In addition, there is a possibility to deliver standardised reports on person search, personal appointments and company appointments. Most countries, however, provide for even broader information. For example, 13 participants give access to annual accounts through EBR. The details of the current products can be found in Annex IV.

On the other hand, the parties to the ISA are not obliged to become distributors of company data stored in the business registers of other countries. In some countries the law prevents the registers from selling business information originating from other states (e.g. the Companies House in the UK or the Companies Registration Office in Ireland). Some others may consider this as a second step to take after becoming an information provider towards other Member States (e.g. the Netherlands). Currently, only 14 members of EBR distribute data from other countries in their Member States (see Annex III). All participating registers have access to business information stored in the registers of other members though. The

²⁷ ²⁶ The EEIG is a legal body having the purpose to facilitate or develop the economic activities of its members and to improve or increase the results of those activities. Its purpose is not to make profits for itself. Its activity is related to the economic activities of its members and may not be more than ancillary to those activities (Article 3 of Council Regulation (EEC) No 2137/85).

²⁸ Article 24(1) of Council Regulation (EEC) No 2137/85.

²⁹ Lithuania and Guernsey have recently joined but have not been technically integrated in the network yet.

³⁰ Austria, Belgium, Denmark, Estonia, Finland, France, Germany, Greece, Ireland, Italy, Latvia, Lithuania, Luxembourg, Netherlands, Slovenia, Sweden, Spain, UK.

³¹ FYROM, Guernsey, Jersey, Norway, Serbia, Ukraine.

legal aspects of the data transmission in EBR and in particular the protection of personal data is governed by national law, including the provisions implementing the Community data protection rules³².

As regards the EBR EEIG, its objectives are to facilitate and develop the activities of its members as well as to contribute to their performance and the increase of such performance. Thus, the EEIG's purpose is to manage general relationships between members within the EBR network, including but not limited to the maintenance, development, administration and updating of the EBR network and software; marketing services such as the publication of brochures, organisation of seminars, websites; the extension of the system and the service of new countries and R&D services in the field of gathering and distributing business register related information, including the participation to European Commission and public funded programmes; the development of common marketing and sales services of business registers public information on behalf of its members, or a member of the ISA co-operation³³.

The EBR EEIG is managed by a board with majority of members representing business registers, which are members of the EEIG, while the others are only parties to the ISA agreement. This structure has been developed in order to involve the parties to the ISA in the decision-making on EBR. Currently, the board is composed of five members, three of which are members of the EEIG.

To summarise, the legal framework for EBR is, at present, based on a dual foundation. All of its members are parties to the Information Sharing Agreement between the business registers, but only about half of its members are currently taking part in the EBR EEIG that actually manages the network between the registers.

The EBR EEIG was also the member of the consortium responsible for developing the BRITE project (see *point 3.2*).

3.1.3. *Financing*

Similarly to the management of EBR, also its financing reflects the legal complexity of its status. The network is mainly financed by the fees paid by the ISA members. The joining fee currently amounts to €15,000 to cover the costs of the support service ensured by EBR in the process of joining the network. In addition, members have to pay €12,000, €15,000 or €18,000 annually for the use of the EBR software and the ongoing support services³⁴.

The income from royalties depends on the data traffic on the network that has increased gradually. In 2007 the total traffic was 200,000 searches, in 2008 approximately 300,000. For 2009, 350,000-400,000 searches are expected. 70% of the total volumes are on company searches: it seems that for the moment the most

³² Directive 95/46/EC of the European Parliament and of the Council of 24 October 1995 on the protection of individuals with regard to processing of personal data and on the free movement of such data (*OJ L281, 23.11.1995 p. 31-50*).

³³ Article 5 of the Articles of Association of the EBR EEIG.

³⁴ The calculation is based on the GDP of the relevant countries.

important aspect for the EBR users is to be able to identify a company and to check its current status at the register. The rest of the traffic is mainly on company appointments and financial information. The objective of EBR is to transform to a royalty-based system in the future. In addition to the annual fee members pay for EBR, they also agreed "to contribute to the development of the cooperation within the EEIG, either by placing human resources, hired or seconded by them, to the disposal of the EEIG or by an additional monetary contribution"³⁵.

3.1.4. *Membership in EBR*

EBR started off as an informal technical cooperation between business registries with the objective of providing each other and, at a later stage, businesses with reliable company information. Up until today the participation both in the ISA and in the EBR EEIG remains voluntary what has several impacts on the functioning of the network:

- The progress of extending the network is slow. The cooperation started in 1992 and as of today nine Member States of the EU are still missing from the network³⁶. Interest in EBR has grown significantly in the last few years, but the integration of new countries in the network seems to be a lengthy process³⁷.
- Business registers from non-EU countries became members of the European Business Register. EBR is not limited to EU Member States, but encourages the application of EEA countries (Norway) and other jurisdictions as well. Today, Ukraine, Serbia, FYROM, Guernsey and Jersey are also members of the network.
- Business registers, in particular the ones that are financed from public finances, have difficulties in finding the necessary funds to join the network and to pay the annual fee.
- EBR itself does not have access to sufficient funding to employ staff necessary for the faster expansion of the network.
- Historically, not all members provided confirmed official company data. Up until 2007, not all Member States had (centralised) electronic business registers which are essential for the transmission of information through the EBR network. For example, in Germany, where electronic business registers only existed in a few Länder, a private company was the member of EBR until 2008, and extracted and electronically processed business data published in the Federal Gazette. Today, following the establishment of the Unternehmensregister³⁸ (electronic business register), the Bundesanzeiger Verlag (Publishing House) provides information within the EBR framework, after being appointed for that task by the German Ministry of Justice. In other member countries, either the official business register

³⁵ Article 7 of the Articles of Association of the EBR EEIG.

³⁶ Bulgaria, Czech Republic, Cyprus, Hungary, Malta, Poland, Portugal, Romania, Slovakia.

³⁷ Integration a new member in the network generally takes between 3 and 18 months depending on the availability of in-house expertise, the nature of the current technology, the existence of online data access as well as the availability of resources to allocate to the development. However the net time necessary to integrate to the network and develop basic services (company search, company profile) does not require more than 30-80 person days.

³⁸ <http://www.unternehmensregister.de>.

or a private company authorised by the business register or the competent authority participate in EBR (e.g. Austria, Italy). In Belgium, discussions are taking place for the entry of Banque Carrefour as a replacement for Coface Services Belgium as the official provider of Belgian company data.

3.2. The BRITE project

Developments in EU company law have gradually increased the need for cross-border cooperation of business registers. European legal instruments such as the cross-border mergers directive (2005/56/EC) and the European Company (SE) Statute (2001/2157) provided businesses with new options and additional flexibility while ensuring the protection of third parties such as creditors and business partners. EU law does, however, not fully address the details of the practical cooperation that is necessary to make requirements function effectively on a day-to-day basis.

3.2.1. *The objectives of the BRITE project*

In 2006 a consortium comprised of business registries and related organisations, technical partners and researchers³⁹ was awarded a 3-year contract by the European Commission under the Sixth Framework Programme⁴⁰ to conduct a research project and develop technological solutions for the interoperability of business registers throughout Europe.

BRITE's scientific and technical objectives were to develop and implement an advanced and innovative interoperability model, an ICT service platform and a management instrument for business registers to interact across the EU. The consortium worked on the basis of four service cases. They created technological solutions for cross-border seat transfers and mergers, for the better control of branches of companies in other Member States, for supporting e-procurement as well as the prevention of financial crime and money laundering. This paper only examines those service cases that are related to the enforcement of the company law directives, such as the Branch Disclosure Service (*point 3.2.3*) and the transfer of seat and cross-border merger procedures (*point 3.2.4*).

3.2.2. *The elements of the BRITE project*

The technological solution developed in the BRITE project consists of several elements.

3.2.2.1. Directory of Registers (DOR)

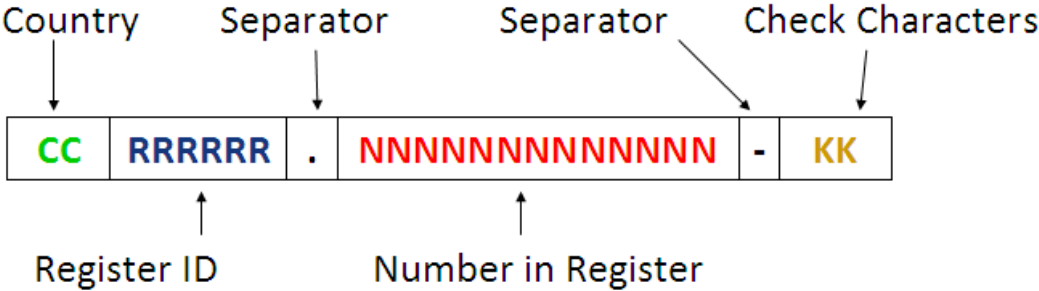
The first step in the communication between business registers is to establish contact with the other competent register. The Directory of Registers is a central repository that stores basic information about business registers. It stores information such as the responsibilities, location and contacts within a registry. It also describes the services provided by the business registers.

³⁹ For details, see <http://www.briteproject.eu/project-overview/partners>.

⁴⁰ http://ec.europa.eu/research/fp6/index_en.cfm.

3.2.2.2. Registered Entity Identifier (REID)

The REID has been proposed to identify entities in business registers by a number that is unique at world level. The REID follows the IBAN structure.



Example: IECROCR.51950-65

The first part is the ISO Country Code, which always consists of two fixed characters in length.

The second part is the unique Register Identifier, as specified by the Directory of Registers. It can be up to six characters in length and can contain the characters 0-9, A-Z, - and /.

The third component is the unique Company Number within the register. This can be up to 20 characters in length and is identical with in the company's registering number in its "home" register.

The final constituent is a two character Check Digit. Check Digits are a "checksum" on a number or word to help prevent manual typing errors and are a simple and easy way to negate the human element of keying in data.

A full stop delimits the Country Code, Register Identifier from the Number in Register, Check Digit and a separator hyphen separates the Number in Register from the Check Digits.

REID does not require any change in the company's registering number in its national or local register but it is an external representation of the existing registered company number.

3.2.2.3. Central Name Index (CNI)

The objective of the CNI is to provide a central component to facilitate the controlled search of registered company names. A CNI prototype was developed to show the benefits of a centralised index, which is the predominant construct used by European countries with multiple business registers. It provides the ability to locate entities instantly without searching all local registers. The maintenance and organisation of a CNI would require a permanent administration entity.

3.2.3. Branch Disclosure Service (BDS)

The Branch Disclosure Service is a central notification service that provides basic company information updates to the business registers. The purpose of the BDS is to enable a registry where a branch is registered under the Eleventh Company law Directive (89/666/EEC) to firstly, determine the status, in its home register, of the company that has established the branch and secondly, to be notified by e-mail of changes in that status. If the company's status changes in the register, the register of the branch has to proceed according to the legal provision prescribed by the

applicable law⁴¹. Registers that through this service become aware of a change in status should make such inquiries into the meaning or significance of the status change as they consider necessary.

In the context of the BRITE project, the Branch Disclosure Service was implemented between the business registers of the UK, Ireland, Sweden and Norway. There was also BDS established between Companies House (UK) and the business register of North Rhine-Westphalia (NRW)⁴². The table below gives some examples of the number of branches in relation to which the BDS helped to find out that the parent companies were already dissolved. This information allowed the Member States concerned to take action, where appropriate, with regard to branches operating in their jurisdiction.

| BDS partner | Parent company watches placed | Company watches returned as "not current" (overall percentage of the watches placed) |
|--------------------|--------------------------------------|---------------------------------------------------------------------------------------------|
| Ireland | 7 | 1 (14.3%) |
| Norway | 12,152 | 1946 (16%) |
| Sweden | 204 | 27 (13.2%) |
| Germany (NRW) | 3,757 | 646 (17.3%) |
| UK ⁴³ | 0 | N/A |
| Total | 16,120 | |

In addition to the above live data, trials recently conducted across a sample of 2000 branches in the Dutch trade register returned 6% of the parent companies from other jurisdictions as having the status of being dissolved.

3.2.4. *Transfer of seat and cross-border mergers*

The issue of the cross-border transfer of the seat of companies has been discussed for a long time in the European context. Currently, European legal forms such as the European Company and the European Cooperative Society are allowed to move their place of registration to another country, following common European rules. Consequently, one of the service cases developed by the BRITE consortium focused on this operation. In the meantime, the Council and the European Parliament adopted the Directive on cross-border mergers (2005/56/EC) and consequently the service case was extended to this situation as well.

A service realising the implementation of these procedures requires a high degree of coordination among business registers throughout Europe. They generate

⁴¹ For example, contact the representative of the branch or remove the branch from the register *ex officio*.

⁴² The rollout of the BDS to the other Länder in Germany was completed in September 2009.

⁴³ UK currently acts only as a data provider to the Branch Disclosure Service.

requirements for registries to exchange documentation for the companies involved and send notifications to each other.

The service is built on the Directory of Registers that helps identify the competent register in the case. The use of the Registered Entity Identifier facilitates the identification of the company or companies that take part on the cross-border operation.

In the case of seat transfer, the technological solution developed in the BRITE project would enable the business register of the home Member State to communicate the certificate about the completion of all acts and formalities to be accomplished before the transfer (Article 8(8) of the SE Regulation and Article 7(9) of the SCE Regulation). The solution would also make it possible for the business registry of the host Member State to have access to any relevant information about the transferring company (e.g. insolvency proceedings, winding up, etc.). Furthermore, the business registry of the host Member State could notify the registry of the home Member State about the registration of the seat transfer and enable it to delete the company from its old register (Article 8(11) of the SE Regulation and Article 7(11) of the SCE Regulation). The same solution could apply to cross-border mergers.

The Central Name Index and the REID also increase the traceability of companies by making historic information more easily accessible.

3.2.5. *Current situation*

The BRITE project was a research project that aimed at developing technological solutions for cross-border cooperation between business registers. These solutions were implemented in a few of countries to test their functionality.

A comprehensive version of the Directory of Registers (DOR) was designed and implemented on the test BRITE platform. The version that is currently in use is the limited DOR implementation that serves to support the Branch Disclosure Service. This slimmed down version is incorporated as an internal service of the BDS and only comprises the information of the registers subscribed to BDS. The version implemented within BRITE, however, has the added features of search functionality presented through a web services interface.

Also a version of the Central Name Index has been implemented and is currently deployed on the EBR servers. The test version provides a user interface to conduct CNI searches and is currently populated with the data of close to 8.7 million companies from UK, France, Germany, Ireland, Italy, Norway, Serbia, and Sweden.

In the BRITE project a considerable amount of analysis was undertaken to map out the transfer of seat procedures as carried out by the participating business registers. The concrete output of this work culminated in a joint prototype between the Swedish and the Norwegian business registers and successfully simulated the transfer of seat between the two jurisdictions.

A manuscript for procedures between business registers was created by BRITE to facilitate the simulation of cross-border merger scenarios. The manuscript presented in a questionnaire format contained questions allowing the analysis of merger

process in individual jurisdictions. Cross-border merger simulations based on the manuscript were conducted between the registries and highlighted the different interpretations and implementations of the directives that impact cross-border mergers.

Following the development of the services in the BRITE project, there has been no decision about their future use. The technological solutions are ready to be implemented, but there has been no solution found to ensure the maintenance of and regulate the responsibility for running the services. The BRITE consortium considered EBR as an organisation that could potentially maintain the services developed in the context of the project. The solution of a number of issues such as the lack of clear legal foundation of EBR, the voluntary membership and finally the lack of stable financing would, however, have to precede the launch of the services through this platform. The Swedish Companies Registration Office is hosting a conference this November 2009 with "Cross Border Business Information Sharing" as its main topic. The objective of the conference is to continue the work that is already going on in EBR, but also to develop the results of the BRITE project.

3.3. The Internal Market Information System (IMI)

In March 2006, Member States endorsed a proposal to develop the Internal Market Information System (IMI). This decision was taken in the light of the importance of administrative cooperation for a dynamic single market, as recognised in the Lisbon Strategy⁴⁴. IMI will also help to improve the application of Community law at national level, and thus contribute to the EU Better Regulation agenda⁴⁵. IMI should also be seen in the context of the i2010 eGovernment Action Plan⁴⁶ and its objective of "making efficiency and effectiveness a reality"⁴⁷. It also aims at reducing administrative burdens.

3.3.1. The objective of IMI

IMI is an electronic tool designed to support day-to-day administrative cooperation between public administrations in the Internal Market. IMI makes the electronic exchange of information between competent authorities possible by helping users in competent authorities to overcome important practical barriers to communication, the most important one being differences in administrative and working cultures, different languages, and a lack of clearly identified partners in other Member States. It supports all official EU languages.

⁴⁴ Communication from the European Commission to the Spring European Council COM (2006) 30final "Time to move up a gear – the new partnership for growth and jobs", p. 18.

⁴⁵ Communication from the European Commission to the Council, the European Parliament, the European Economic and Social Committee and the Committee of the Regions COM (2006) 689 "A strategic review of Better Regulation in the European Union", p. 3.

⁴⁶ Communication from the European Commission to the Council, the European Parliament, the European Economic and Social Committee and the Committee of the Regions, COM (2006) 173 "i2010 eGovernment Action Plan: Accelerating eGovernment in Europe for the Benefits of All", p. 6.

⁴⁷ Communication from the Commission to the European Parliament, the Council, the European Economic and Social Committee and the Committee of the Regions on *Delivering the benefits of the single market through enhanced administrative cooperation*, Progress Report on the Internal Market Information System (IMI), COM(2008) 703 final.

The development of IMI is based on three key principles:

- It does not impose additional administrative cooperation obligations on Member States beyond those already contained in the relevant Internal Market legislation;
- It provides the flexibility to respect the diverse administrative structures and cultures in Europe;
- It is a single system based on reusable building blocks. It is designed to be able to support many pieces of Internal Market legislation and will thus avoid a proliferation of information systems.

3.3.2. *How IMI works*

IMI makes available to competent authorities in Member States a simple tool to find authorities in other Member States and to send them a request for information through a structured set of questions, which are based on specific areas of EU legislation. These predefined questions and answers have been pre-translated into all official languages by the European Commission translation services, thus providing reliable and legally valid language support.

For example, a competent authority in Ireland could choose some questions in English and send them to a competent authority in Hungary, who would be able to read and answer the questions in Hungarian. The Irish authority would be able to read the reply in English. In addition to the structured questions, it is possible to include free text and to attach images or documents.

In addition to the above, IMI offers a whole set of other features that will facilitate communication between competent authorities. In sum, these are:

- a directory of contact details and search criteria (including address details and information on competence) about relevant competent authorities throughout the EU;
- multilingual search facility for competent authorities;
- a list of predefined questions and answers (based on each specific piece of legislation) available in all official EU languages to help authorities communicate with each other;
- additional language support, including access to the European Commission online machine translation tool;
- a transparent set of procedures on how to deal with requests, agreed by all Member States;
- the possibility to exchange electronic documents and certificates;
- a request management tool to monitor progress and identify potential problems with specific information requests (including automatic e-mail alerts whenever an authority has to take any action in relation to a request);

- problem-solving mechanisms in case of disagreements between competent authorities.

The workflow in IMI at its simplest looks as follows:

| Competent Authority (CA) | Action | Request gets status |
|--------------------------|--------------------|-------------------------------------|
| Requesting CA | Sends new request | Request sent awaiting acceptance |
| Responding CA | Accepts request | Request accepted |
| Responding CA | Replies to request | Request open information provided |
| Requesting CA | Accepts reply | Request closed information provided |

Member States have to register their competent authorities in IMI in order to use the system. They are free to decide whether they register their competent authorities directly or follow a more centralised approach and designate one or more national contact points for the transmission of requests. In either case, IMI makes it possible to search for a competent authority in another Member State without prior knowledge of that Member State's administrative structure.

In Member States that have decided to involve a higher level authority in approving requests or replies or in cases where two competent authorities disagree on the information to be provided, the workflow remains transparent but more steps are required to deal with the approval process.

3.3.3. *Current situation*

Since March 2006, Member States and the Commission have been working together through the Internal Market Advisory Committee (IMAC) in order to develop the IMI system. Work has since then focused on the practical implementation of the administrative cooperation provisions set out in the Professional Qualifications Directive (2005/36/EC) and the Services Directive (2006/123/EC).

3.3.3.1. Professional Qualifications Directive

IMI was launched in November 2007 in support of the administrative cooperation provisions of the new Professional Qualifications Directive (2005/36/EC). After Member States identified and registered the relevant competent authorities in IMI, the pilot project was started in February 2008. It was limited to four professions (doctors, pharmacists, physiotherapists and accountants). All 27 Member States and three EEA countries took part in the pilot project.

In June 2008, the Commission launched an evaluation exercise of the pilot project, based on statistical data and feedback from IMI users. Users of the system confirmed that IMI is easy to use and fit for the purpose of supporting cross-border administrative cooperation. In the five months of the pilot, more than 130 information requests were dealt with through IMI (with an average of 26 per month). This indicates that competent authorities understand the added value to be gained from using IMI. Feedback was particularly positive about the language support and the ability to search for competent authorities. The pilot also identified a number of

areas where more work is needed to fine-tune the application in order to satisfy all Member State requirements⁴⁸.

Following the pilot project, the use of IMI was extended to the remaining professions (nurses, dental practitioners, veterinary surgeons, midwives and architects) to which the principle of automatic recognition applies. In addition, two more professions under the general recognition system were selected (secondary school teachers and radiographers). Compared to its first year of operation, usage levels have more than tripled: in the first half of 2009 alone, 564 requests were sent through IMI, with an average of 94 per month. The system may be progressively opened to further professions on a demand-led basis. Currently, preparations are underway to introduce the craft professions.

3.3.3.2. Services Directive

Chapter VI of the Services Directive (2006/123/EC) (Administrative cooperation) contains detailed provisions relating to the electronic exchange of information between Member States administrations. A specific IMI application is currently being developed and tested by the Commission, in close cooperation with the Member States, to support the required exchange of information. This application needs to be fully operational by the end 2009 transposition deadline of the Services Directive.

A very large number of competent authorities at local, regional and national level need to be registered in the IMI system to exchange information relating to service providers⁴⁹. To help Member States prepare for the launch of the operational IMI network for the Services Directive, a pilot project is being carried out throughout 2009. The pilot focuses on the registration and training of competent authorities as well as the testing of information exchanges on the basis of structured, pre-translated question sets.

3.4. E-Justice

3.4.1. Background

From the beginning, the objective of e-Justice was to help justice to be administered more effectively throughout Europe by using ICT solutions for the benefit of citizens⁵⁰. It represented an initial response to the threefold need to improve access to justice, cooperation between legal authorities and the effectiveness of the justice system itself. The use of such technologies would help to rationalise and simplify judicial procedures. It would reduce also procedural deadlines and operating costs, to the benefit of citizens, businesses, legal practitioners and the administration of justice.

⁴⁸ See details in: Commission Staff Working Document, *Implementation of the Internal Market Information System (IMI): report on the Professional Qualifications Directive pilot project*, SEC(2008) 2743.

⁴⁹ Whereas there were about 600 in mid-2009, it is estimated that this number will grow to several 10,000 competent authorities in a few years' time.

⁵⁰ See also Communication from the Commission to the Council, the European Parliament and the European Economic and Social Committee on *Towards a European e-Justice Strategy*, COM (2008) 329 final.

The potential scope of e-Justice is very wide-ranging and will have to evolve in tandem with the European judicial area and ICT. It also provides solutions for cross-border procedures with the support of the European Judicial Network and Eurojust, helping to provide and create better justice across the EU. During a number of Council presidencies, the e-Justice initiative took a prominent place, particularly from the part of the Ministers of Justice and Home Affairs who continuously discussed the steps to be taken to further develop the field of e-Justice.

One of the very specific projects potentially yielding tangible results was the European e-Justice portal, which is of particular interest to this analysis.

3.4.2. *E-Justice portal*

The European e-Justice portal is still under preparation. Once in place, the portal will be the key point of access to legal information, legal and administrative institutions, registers, databases and other services with a view to speeding up the daily tasks of EU citizens, legal and other experts, the judiciary, employees and other professionals and entities within the framework of European justice.

E-Justice activities are currently implemented in several priority areas. The Commission, for instance, has undertaken to set up the European e-Justice portal in close cooperation with the Member States. The portal will also include information on national and Community law as well as tools for practitioners encouraging wider use of videoconferencing in cross-border judicial cases, as this provides new possibilities for cooperation in proceedings between courts and other institutions. The portal is also to provide practical information on legal aid, mediation and the national judicial systems (applicable law, competent courts, costs of proceedings, individual rights and enforcement). Furthermore, the portal will provide help finding experts such as lawyers, notaries, translators, interpreters, mediators and bailiffs. In the medium term the portal is supposed to link up, *inter alia*, insolvency registers followed by other Member State registers, including business and land registers.

The Council of Ministers decided under the French Presidency of the EU in 2008 that the e-Justice system, as well as the European Justice Portal, should develop in a decentralised manner, reiterating an earlier decision taken by an informal meeting of the Ministers of Justice in Dresden in January 2007. It was also recognised that this nonetheless requires a certain co-ordination by a central body, which will accelerate the co-ordination of organisational, substantive and technical aspects. A first version of the e-Justice portal is now expected to go live in December 2009. Further development is to be carried out via two technical releases per year.

3.4.3. *E-Justice portal and EBR*

The European e-Justice action plan for 2009-2013⁵¹ sets out how the e-Justice portal would deal with the integration of EBR. It presented an approach in two phases. In the first phase, the e-Justice portal would provide a link to EBR. At this stage, it is also supposed to provide links to all national business registers. In the second, mid- to long-term phase, there would be reflection on the possibility for a partial integration of EBR into the portal itself.

⁵¹ Council Multi-Annual European e-Justice Action Plan 2009-1013 (2009/C 75/01).

Further analysis has been carried out by the Council Working Party on e-Justice which in its meeting on 30 and 31 March 2009 set up an informal group consisting of some delegations (Austria, Latvia and Germany) and the European Commission. The delegations, joined by the Czech Republic noted that further development was needed as the link to the EBR website did not grant the user access to the register data. To have access to this data the user either needed to already have a password for one of the registers interconnected within EBR or needed to register on the first visit.

With a view to the range of solutions already provided by EBR, the delegations were of the opinion that the experience made should be taken into account in the framework of the European e-Justice portal rather than to duplicate what was already there. For the considered partial integration, for example, modern Web-Service-Technology may be used, but the details of the integration as well as the organisational possibilities are still to be discussed.

4. SUMMARY

The interconnection of business registers serves two distinct, but related purposes:

- Access to information

The European Business Register creates a network between registers with the objective of allowing citizens and businesses easily to access information in their own language about companies and/or their directors across Europe. This service increases transparency in the Single Market and enhances the protection of shareholders, creditors and third parties. In order to reach its full potential the network of business registers should be extended to cover all the Member States of the EU and only official data should be transmitted through the network.

- Cooperation of business registers and/or competent authorities

The second purpose of the interconnection of business registers is to facilitate the control and registration of cross-border procedures, such as cross-border mergers or seat transfers. In this case, the competent authority and/or business registry must be clearly identifiable and there should be a reliable and pre-established communication channel between them. For this purpose, both IMI and the outcome of the BRITE project provide possible solutions. As regards ensuring the flow of information between the register of the parent companies and their foreign branches, a specific service has been developed within BRITE.

Cross-border access to company information has been promoted significantly by the requirement that an electronic business register has to exist in every Member State as of 1 January 2007. In a number of Member States electronic registers are accessible in more than one language. Accordingly, access to company data from other countries is already possible in the EU. It should now be feasible to access official information on companies in every Member State, preferably in all official languages of the EU. However, as shown in this report, there are at present no formal mechanisms to ensure the cooperation of the competent authorities and/or business registries of the Member States in cases of cross-border operations. This leads to a

number of problems with respect to the use of languages, the identification of competent authorities in other countries and the method of transmitting information.

Facilitating public access to information and promoting better cooperation between business registers are in line with the objectives of the provisions of the EC Treaty on freedom of establishment and of the company law directives. These provisions contribute to the protection of the interests of third parties and increase legal certainty. Accordingly, there is a need to consider how to improve participation in the network as well as in the cooperation between the Member States. This issue is addressed in the Green Paper on the interconnection of business registers, which is adopted by the Commission together with this progress report. It makes suggestions on possible ways forward to improve the existing situation and invites stakeholders to give their views on the examined options.

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ANNEX

Annex I

| Panel A: Number of U.K.-incorporated firms where the MAJORITY of directors reside in country <i>x</i> | | | | | | | | | | |
|--------------------------------------------------------------------------------------------------------------|-----------------------|-------|-------|-------|-------|-------|-------|--------|--------|--------|
| Country | Year of incorporation | | | | | | | | | |
| | 1997 | 1998 | 1999 | 2000 | 2001 | 2002 | 2003 | 2004 | 2005 | 2006 |
| Austria | 70 | 63 | 107 | 104 | 150 | 163 | 212 | 456 | 754 | 719 |
| Belgium | 236 | 300 | 378 | 305 | 293 | 335 | 323 | 395 | 531 | 592 |
| Cyprus | 151 | 198 | 675 | 936 | 881 | 1,070 | 937 | 819 | 976 | 852 |
| Czech Republic | 22 | 17 | 32 | 39 | 33 | 38 | 56 | 67 | 89 | 170 |
| Denmark | 133 | 135 | 178 | 163 | 299 | 1,131 | 1,484 | 239 | 288 | 280 |
| Estonia | 2 | 8 | 7 | 5 | 7 | 8 | 9 | 18 | 30 | 14 |
| Finland | 22 | 37 | 37 | 43 | 33 | 12 | 24 | 16 | 24 | 35 |
| France | 1,112 | 1,396 | 1,491 | 1,408 | 1,214 | 1,298 | 1,411 | 1,477 | 1,759 | 1,670 |
| Germany | 600 | 633 | 776 | 807 | 717 | 1,164 | 2,752 | 10,263 | 13,728 | 16,438 |
| Greece | 77 | 121 | 133 | 87 | 73 | 105 | 123 | 100 | 121 | 159 |
| Hungary | 15 | 17 | 21 | 9 | 23 | 9 | 38 | 37 | 73 | 91 |
| Ireland | 350 | 471 | 600 | 427 | 391 | 427 | 1,914 | 507 | 473 | 521 |
| Italy | 440 | 442 | 538 | 422 | 329 | 370 | 428 | 431 | 553 | 748 |
| Latvia | 4 | 0 | 11 | 9 | 17 | 18 | 15 | 17 | 35 | 33 |
| Lithuania | 7 | 0 | 2 | 2 | 13 | 18 | 25 | 25 | 13 | 23 |
| Luxembourg | 59 | 60 | 103 | 58 | 54 | 48 | 37 | 84 | 110 | 66 |
| Malta | 11 | 27 | 21 | 22 | 15 | 11 | 21 | 25 | 23 | 23 |
| Netherlands | 501 | 506 | 583 | 467 | 521 | 637 | 732 | 1,571 | 2,193 | 2,156 |
| Norway | 103 | 85 | 112 | 109 | 91 | 105 | 317 | 1,222 | 2,332 | 2,335 |
| Poland | 31 | 29 | 41 | 20 | 24 | 34 | 301 | 116 | 140 | 154 |
| Portugal | 55 | 67 | 54 | 46 | 46 | 28 | 57 | 54 | 66 | 77 |
| Slovakia | 15 | 6 | 4 | 7 | 8 | 11 | 12 | 13 | 16 | 21 |
| Slovenia | 2 | 4 | 6 | 2 | 11 | 7 | 10 | 18 | 33 | 48 |
| Spain | 243 | 242 | 307 | 269 | 269 | 373 | 279 | 386 | 555 | 564 |
| Sweden | 173 | 263 | 249 | 237 | 133 | 206 | 242 | 245 | 410 | 533 |

Source: Becht, Marco, Mayer, Colin and Wagner, Hannes F., Where Do Firms Incorporate? Deregulation and the Cost of Entry (August 2007). ECGI - Law Working Paper No. 70/2006; Journal of Corporate Finance, Vol. 14, No. 3, 2008 Available at SSRN: <http://ssrn.com/abstract=906066>, p. 28.

Annex II

Members of the EBR network

Austria: Telekom Austria AG (<http://dataweb.telekom.at>)

Belgium: Coface Services (<http://www.coface.be>)

Denmark: Erhvervs- og Selskabsstyrelsen (<http://www.cvr.dk>)

Estonia: Registrate ja Infosteemide Keskus (<http://www.rik.ee>)

Finland: Patentti- ja rekisterihallitus (<http://www.prh.fi>)

FYROM: Central Register of the Republic of Macedonia (<http://www.crm.org.mk>)

France: Institut National de la Propriété Industrielle (<http://www.inpi.fr>)

Germany: Bundesanzeiger (www.bundesanzeiger.de)

Greece/Athens: Athens Chamber Of Commerce And Industry (<http://www.acci.gr>)

Guernsey: Guernsey Registry (<https://www.greg.gg>)

Ireland: Companies Registration Office (<http://www.cro.ie>)

Jersey: Jersey Financial Services Commission (<http://www.jerseyfsc.org>)

Italy: InfoCamere S.c.p.A. (<http://www.infocamere.it>)

Latvia: Lursoft IT (<http://www.lursoft.lv>)

Lithuania: State Enterprise Centre of Registers (<http://www.registrucentras.lt>)

Luxembourg: Registre de Commerce et des Sociétés du Grand-Duché de Luxembourg (<https://www.rcsl.lu>)

Netherlands: Kamer Van Koophandel Nederland (<http://www.kvk.nl>)

Norway: Brønnøysundregistrene (<http://www.brreg.no>)

Serbia: Serbian Business Registers Agency (www.apr.sr.gov.yu)

Slovenia: Agency of the Republic of Slovenia for Public Legal Records and Related Services (<http://www.ajpes.si>)

Spain: Servicio de Certificación de los Registradores (<http://www.registradores.org>)

Sweden: Bolagsverket (<http://www.bolagsverket.se>)

Ukraine: Information Resource Centre State Enterprise (<http://www.irc.gov.ua>)

United Kingdom: Companies House (<http://www.companieshouse.gov.uk>)

Annex III

Services provided by EBR members⁵²

| | Providers launching dates | Distributors launching dates |
|----------------|----------------------------------|-------------------------------------------|
| Austria | July 2004 | January 2005 |
| Belgium | July 2004 | October 2004 |
| Denmark | July 2004 | October 2004 |
| Estonia | July 2004 | December 2004 |
| Finland | July 2004 | September 2004 |
| France | July 2004 | June 2005 |
| FYROM | January 2009 | Not yet |
| Germany | July 2004 | May 2007 |
| Greece | July 2004 | February 2005 |
| Ireland | August 2004 | Not possible; awaiting legislative change |
| Italy | July 2004 | June 2005 |
| Jersey | July 2007 | December 2008 |
| Latvia | July 2004 | October 2004 |
| Luxembourg | June 2009 | Planned Autumn 2009 |
| Netherlands | February 2008 | Not yet |
| Norway | July 2004 | December 2004 |
| Serbia | July 2009 | Not yet |
| Slovenia | April 2009 | Planned Q3 2009 |
| Spain | July 2004 | June 2005 |
| Sweden | July 2004 | December 2004 |
| Ukraine | June 2008 | Not yet |
| United Kingdom | June 2008 | Not possible; would require legal change |

⁵² Lithuania and Guernsey have recently joined but have not been technically integrated in the network yet.

Annex IV

Products provided by the members of EBR⁵³

| | Standard EBR reports | | | | | Other Products |
|-------------|----------------------|-----------------|---------------|-----------------------|----------------------|--------------------------------------------------------------------------------------|
| | Company Search | Company Profile | Person Search | Personal Appointments | Company Appointments | |
| Austria | x | x | | | | |
| Belgium | x | x | x | x | x | |
| Denmark | x | x | x | x | x | |
| Estonia | x | x | x | x | x | Annual accounts, Articles of Association |
| Finland | x | x | x | x | x | Extract of Trade Register, Annual accounts |
| France | x | x | x | | x | Annual accounts |
| FYROM | x | x | | | | |
| Germany | x | x | | | | Annual accounts |
| Greece | x | x | x | x | x | |
| Ireland | x | x | | | | Annual accounts, Annual return, Memo&Articles |
| Italy | x | x | x | x | x | Annual accounts |
| Jersey | x | x | | | | |
| Latvia | x | x | x | x | x | Balance Sheet, Profit & Loss, Annual accounts, Statutes, Certificate of Registration |
| Luxembourg | x | x | | | x | Annual accounts, Articles of Association, Incorporation deeds |
| Netherlands | x | x | | | | |
| Norway | x | x | | x | x | Annual accounts |
| Serbia | x | x | | | x | |
| Slovenia | x | x | | | x | Annual accounts, Extract of Trade Register |
| Spain | x | x | | | x | Annual accounts |
| Sweden | x | x | x | x | x | Annual accounts, Articles of Association |

⁵³

See footnote 52.

| | | | | | | |
|----------------|---|---|---|---|---|----------------------------------------------------------------------------------|
| Ukraine | x | x | | | | |
| United Kingdom | x | x | x | x | x | Annual accounts, Annual Return, Articles of Association, Incorporation documents |

Company search is the search by company name (or part of it) or company ID, it returns a list of companies meeting the search criteria. It is also possible to make a cross-country search that is launching a search by company name amongst several countries at the same time.

Company profile is the usual company report with basic information about status, company type, address, paid-up capital, activity description.

Person Search is the search by person name (or part of it) or ID, it returns a list of legal or physical persons declared at the business register.

Personal Appointments is a report listing the companies where the officer holds a position.

Company Appointments is a list of companies' directors and administrators. Information about shareholders is not available.