

# Digitalization of EU company law



Pier Paolo Picarelli

PhD candidate at University of Molise, Italy

**Directive (EU)  
2019/1151  
that amends  
Directive (EU)  
2017/1132**

Use of digital tools and processes in company law:

- Online constitution of companies
- Online filing of companies deeds
- Detailed regulation of BRIS - Business Register Interconnection System

# Online constitution of companies

Member States shall pass a regulation for the constitution of some types of limited liability companies by means of a fully online process.

## Identification

**Art. 13b** - Founders have to be identified through digital means compliant with EU Regulation n. 910/2014

## Legality check

**Art. 10** - Control by Tribunal, administrative body or notary public.

## Statute: use of templates

**Art. 13h** - It is only mandatory for certain types of companies



Case study

# Transposition in Italy

- d. lgs. 8 November 2021, n. 183
- the role of notaries and their platform
- types of companies: s.r.l. and s.r.l.s.
- templates of statutes 26 luglio 2022, n. 155, in force from 5 november 2022

# B.R.I.S.

[https://e-justice.europa.eu/489/EN/business\\_registers\\_\\_search\\_for\\_a\\_company\\_in\\_the\\_eu?clang=en](https://e-justice.europa.eu/489/EN/business_registers__search_for_a_company_in_the_eu?clang=en)

- A single platform for information on companies, art. 22
- Member State shall comply
- Validity of information
- The role of bris in the regulation on disqualified directors

# Shareholder rights directive (SHR) and SHR II

SHR II - Directive (EU) 2017/828

SHR - Directive 2007/36/EC

These directives are intended to regulate listed companies and rights of participation

## Participation

art. 8

Participation of shareholders via electronic means

## Vote

art. 3c

Vote casting by shareholders via electronic means

## Information

Use of company's website as a means to disseminate information among the public

**Thank you!**

**[p.picarelli@studenti.unimol.it](mailto:p.picarelli@studenti.unimol.it)**