

On 30 January 2025, Directive 2025/25 entered into force (the **Directive**). The Directive aims to improve the reliability, trustworthiness and availability of corporate information for both limited liability companies and partnerships. It also pursues the objectives of the EU regarding digitalization and transparency in cross-border contexts. The Directive therefore continues to build on the foundations laid down by Directive 2017/1132, which set rules on the formation of limited liability companies and disclosure of certain corporate information.

With some minor exceptions, Member States have until 31 July 2027 to transpose the Directive into national law with effective date from 31 July 2028.

EU Company Certificate and Digital EU Power of Attorney

The Directive introduces an EU Company Certificate and digital EU Power of Attorney.

The former will be issued by the national company registers and will include most corporate details of companies and partnerships, such as their registered seat and company name, as well as details on any persons who are authorized to represent and bind the company. For limited liability companies, the certificate will mention their current status (closed, struck-off, dissolved, undergoing insolvency procedures, etc.). Each company or partnership can obtain an electronic version of its EU Company Certificate free of charge at least once a year.

The digital EU power of attorney will allow companies to authorize persons to represent the company regarding the formation of companies, the registration and closure of branches, cross-border conversions, mergers and divisions. For this document, Member States must ensure that an authorized body or authority—such as a judicial body or a civil-law notary—verifies the identity, legal capacity, and authority to represent the company of the person granting, amending, or revoking the power of attorney.

Member States must accept the EU Company Certificate and digital EU power of attorney, without legalization or apostille, as sufficient evidence of their content.

Legal Checks for Partnerships

To enhance the accuracy and reliability of documents and information of partnerships in national company registers, Member States will have to provide for preventive administrative, judicial or notarial verifications, or a combination thereof, of the incorporation documents and articles of association of partnerships (i.e., in Belgium VOFs/SNCs and CommVs/SComms) including any amendments to those documents. This is a significant change for these partnerships as they can currently be ‘incorporated’ without any such legality checks.

The Directive does not give further guidance on how such legality checks must be implemented, and a clear answer to this question will remain outstanding, at least for Belgium, until the Belgian legislature takes a stance. This could be done through, for example, incorporation before a civil-law notary.

Up-to-date Registers

Pursuant to the Directive, all changes to documents and information contained in company registers relating to limited liability companies and partnerships (e.g., appointment of a director or change of registered seat) must be filed with the national company register (i.e., in Belgium, the Crossroads Bank for enterprises) within 15 working days from the date those changes were made. This has been significantly reduced from the current timeframe of 30 calendar days, which companies enjoy under the Belgian Code of Companies and Associations.

Currently, not filing such changes timely is not sanctionable, save for director’s liability for violations of the Belgian Code of Companies and Associations. The Directive now requires national legislatures to provide for effective, proportionate and dissuasive penalties if filing is not performed by the set timeframe.

Information on Groups of Companies

To facilitate access by shareholders, potential investors, creditors, authorities, employees and civil society associations to information relating to the structure of the group to which limited liability company or partnership belongs, company registers will have to make available information on the group structure of limited liability companies or partnerships whose ultimate parent is required to draw up and publish consolidated financial statements. This disclosure will relate to information on both the ultimate parent company and each subsidiary. The Directive leaves the door open for gold-plating by adding that Member States are free to demand that these companies disclose the proportion of the capital held between the ultimate parent company and each of the subsidiary companies.