



a.s.b.l.

Confédération Européenne des Associations d'Administrateurs  
European Confederation of Directors' Associations

August 2006,

**Proposal for a directive of the European Parliament and of the Council on the exercise of voting rights by shareholders of companies having their registered office in a Member States and whose shares are admitted to trading on a regulated market and amending Directive 2004/109/EC**

**- Amendments suggested by the European Parliament (ECON + JURI)-**

The European Confederation of Directors' Associations (ecoDa) is representing the views of its seven members, the UK's *Institute of Directors* (IoD), the *Institut Français des Administrateurs* (IFA), the *Association Belge des Administrateurs* (AB), the *Institut Luxembourgeois des Administrateurs* (ILA), the Finnish institute (*hallitusammattilaiset*), the Spanish institute (*Instituto de Consejeros – Administradores*) and the Czech Institute of Directors (CioD) on corporate governance and company law issues.

## RECITAL 6

Commission proposal	Amendments by Parliament – ECON Committee <i>Amendment 5</i>	Amendments by Parliament – JURI Committee	ecoDa's position
(6) Shareholders should be able ...	(6) Shareholders should be able to cast informed votes at, or in advance of, the <b>general</b> meeting, no matter where they reside. All shareholders should have sufficient time to consider the documents intended to be submitted to the general meeting and determine how they will vote their shares. To this end, sufficient notice of the general meeting should be given and shareholders should be provided timely with the complete information to be submitted to the general meeting. <b><i>However, a distinction regarding the length of the notice period should be made between annual and extraordinary general meetings, because they are called for different purposes and with different degrees of urgency.</i></b> Shareholders should, in principle, also have the possibility to add items to the meeting agenda, to table resolutions and to ask questions related to items on the agenda. Modern technologies make information <b><i>before and after the general meeting</i></b> instantly available <b><i>and permit active participation in a general meeting without being physically present. These possibilities</i></b> should be exploited		(6) Shareholders should be able to cast informed votes at, or in advance of, the <b>general</b> meeting, no matter where they reside. All shareholders should have sufficient time to consider the documents intended to be submitted to the general meeting and determine how they will vote their shares. To this end, sufficient notice of the general meeting should be given and shareholders should be provided timely with the complete information to be submitted to the general meeting. <b><i>(delete)</i></b> Shareholders should, in principle, also have the possibility to add items to the meeting agenda, to table resolutions and to ask questions related to items on the agenda. <b><i>The use of modern technologies to make information before and after the general meeting readily</i></b> instantly available <b><i>and permit active participation in a general meeting without being physically present should be permitted and encouraged by Member States.</i></b>

*Justification*

The notice period should be the same for all general meetings. Firstly, a common period avoids issues of complexities arising out of different national rules about different types of general meetings. Secondly, the issues arising at other general meetings often involve more complex decisions than the annual general meeting. A single provision relating to all general meetings would allow each member state to provide longer notice for all or particular types of meeting.

## RECITAL 7

Commission proposal	Amendments by Parliament – ECON Committee <i>Amendment 6</i>	Amendments by Parliament – JURI Committee	ecoDa's position
<p>(7a) (new) Good corporate governance requires a smooth and effective process of proxy voting. Existing limitations and constraints which make proxy voting cumbersome and costly should therefore be removed. But good corporate governance also requires adequate safeguards against a possible abuse of proxy votes. The proxy holder, therefore, should be bound to observe any instructions he may have received from the shareholder. Moreover, measures against possible abuse may in particular consist of regimes which Member States may adopt in order to regulate the conduct of persons who actively engage in the collection of proxies or who have in fact collected more than a certain significant number of proxies. This Directive does not affect any rules or sanctions that Member States may impose on such persons other than those that relate directly to the process of voting in the general meeting.</p>	<p>(7) Shareholders should have a choice of simple means to cast their votes without attending the <b>general</b> meeting. Voting without attending the general meeting in person should not be subject to constraints other than those necessary for the verification of identity and the security of communications. Existing limitations and administrative constraints which make <b>voting by post, by electronic means</b> or <b>by proxy</b> cumbersome and costly should be removed. <b>(7a) Proxy holders should be entitled to exercise the rights which the appointing shareholder would be entitled to exercise. The appointment of a proxy implies that the proxy holder is authorised to act in the shareholder's name. Such appointment may but need not be supplemented by the specific (voting) instructions of the appointing shareholder. Proxy holders should always act in accordance with any such instructions.</b></p>		<p>. (7) Shareholders should have a choice of simple means to cast their votes without attending the <i>general</i> meeting. Voting without attending the general meeting in person should not be subject to constraints other than those necessary for the verification of identity and the security of communications. Existing limitations and administrative constraints which make <i>voting by post, by electronic means</i> or <i>by proxy</i> cumbersome and costly should be removed. <i>(7a) Proxy holders should be entitled to exercise the rights which the appointing shareholder would be entitled to exercise. The appointment of a proxy implies that the proxy holder is authorised to act in the shareholder's name. Such appointment may but need not be supplemented by the specific (voting) instructions of the appointing shareholder. Proxy holders should always act in accordance with any such instructions.</i></p>

*Justification*

ecoDa has already pointed out the need for proxies to follow the shareholders' voting instructions. We are pleased that this element is about to be added in the draft directive.

## ARTICLE 2 - Definitions

Commission proposal	Amendments by Parliament – ECON Committee <i>Amendments 12, 13,14,15,16,17 and 18</i>	Amendments by Parliament – JURI Committee <i>Amendments 6</i>	ecoDa's position
<p>For the purposes of this Directive the following definitions shall apply:</p> <p>(c) 'shareholder' means any natural person or legal entity governed by private or public law that holds:</p> <p>(i) shares of the issuer in its own name and on its own account;</p> <p>(ii) shares of the issuer in its own name, but on behalf of another natural person or legal entity;</p>	<p>(c) 'shareholder' means <b>the</b> natural or legal <b>person that is recognised as a shareholder under the applicable law</b>;</p> <p><b>(ca) 'resident shareholder' means a shareholder who is a natural or legal person generally residing, being incorporated or having another place of business in the Member State in which the company is incorporated; Shareholders fulfilling none of these criteria are 'non-resident shareholders'.</b></p> <p><b>(cb) 'annual general meeting' means, by virtue of the applicable law, a mandatory yearly general meeting between a company's shareholders and its administrative, management and/or supervisory bodies</b></p> <p><b>(cc) 'extraordinary general meeting' means, by virtue of the applicable law, a general meeting other than the annual general meeting between a company's shareholders and its administrative, management and/or supervisory bodies.</b></p> <p><b>The term 'general meeting' covers both annual and extraordinary general meetings</b></p> <p><b>(cd) 'electronic means' are means of electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio, optical technologies, or any other electromagnetic means</b></p> <p>(e) 'proxy' means the empowerment of a</p>	<p>c) 'shareholder' means <b>the</b> natural or legal person <b>who, by virtue of the applicable law, is entitled, as against the company, to exercise the rights attaching to the shares;</b></p>	<p>(c) '<b>shareholder' means the natural or legal person that is recognised as a shareholder under the applicable law;</b></p> <p><b>(ca) 'resident shareholder' means a shareholder who is a natural or legal person generally residing, being incorporated or having another place of business in the Member State in which the company is incorporated; Shareholders fulfilling none of these criteria are 'non-resident shareholders'.</b></p> <p><b>(cb) '<u>general meeting</u>' means, by virtue of the applicable law, a <u>meeting</u> between the company's shareholders and its administrative, management and/or supervisory bodies</b></p> <p><b><u>(delete)</u></b></p> <p><b>(cd) 'electronic means' are means of electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio, optical technologies, or any other electromagnetic means</b></p> <p>(e) 'proxy' means the empowerment of a natural or legal <b>person</b> by a shareholder to exercise some or all rights of that shareholder in the general meeting <b>in the name of the shareholder;</b></p> <p><b>(f) "pooled account" means a securities account in which securities may be held on behalf of different natural or legal persons .</b></p>

	<p>natural or legal <b>person</b> by a shareholder to exercise some or all rights of that shareholder in the general meeting in <b>the name of the shareholder</b>;</p> <p>(f) “<b>pooled</b> account” means a securities account in which securities may be held on behalf of different natural or legal <b>persons</b> .</p>		
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*Justification*

ecoDa is pleased that the amendment of the ECON Committee let the Member States defining the proper definition. ecoDa wants to avoid any specific definition of shareholder. A regulatory approach is inappropriate where there are many different and often complex ownership structures involved, each derived from specific national legal systems. Attempts to produce a single definition could create more difficulties than it solves.

Since ecoDa is not in favour of differentiating annual general meetings from extraordinary general meetings in the directive with regards to the various deadlines, no specific definitions of the separate types of meeting are required.

ARTICLE 5, PARAGRAPH 1 and 1 bis- General meeting notice

Commission proposal	Amendments by Parliament – ECON Committee <i>Amendments 22 and 23</i>	Amendments by Parliament – JURI Committee <i>Amendment 12</i>	ecoDa’s position
<p>1. Without prejudice to Article 9(4) of Directive 2004/25/EC of the European Parliament and of the Council, any notice convening a general meeting on a first call shall be sent out by the issuer not less than 30 calendar days before the meeting.</p>	<p><b>. 1. Companies shall</b></p> <p><b>a) post on their Internet Site; and</b></p> <p><b>b) send out to the central securities depository or depositories; and/or</b></p> <p><b>c) send out to the natural or legal person which is registered in their share register</b></p> <p><b>a notice to convene a general meeting without prejudice to further notification or publication requirements laid down by the Member States.</b></p> <p><b>1a. Without prejudice to Article 9 (4) of Directive 2004/25/EC of the European Parliament and of the Council, the notice period for general meetings, excluding the date of the first notice</b></p>	<p><b>1. The number of days which must pass between the date of the first convocation of an annual general meeting and the date of the meeting shall not be less than 20 clear calendar days.</b></p> <p><b>For any other general meeting the number of days shall be not less than the amount provided for by national law implementing Articles 9(4) and 11(4) of Directive 2004/25/EC of the European Parliament and of the Council. Without prejudice to further requirements for notification or publication laid down by the Member State, the company shall send out the convocation to the registered shareholders or the intermediary who assumed in relation to the company the</b></p>	<p>1. Without prejudice to Article 9(4) of Directive 2004/25/EC of the European Parliament and of the Council, , <b>Member States shall provide that any notice convening a general meeting, or <u>where applicable</u>, the first call for a general meeting, shall be sent out by the issuer not less than <u>21 calendar days</u> before the meeting.</b></p>

	<p><b>and the date of the general meeting, shall be no less than:</b></p> <p><b>a) 30 calendar days for annual general meetings; and</b></p> <p><b>b) 15 calendar days for extraordinary general meetings.</b></p>	<p><b>obligation to forward the convocation to the shareholder. Member States may also provide that, in addition to existing national requirements for notification, the company may also send out the convocation to an officially appointed mechanism for central storage as referred to in Article 21(2) of the Directive 2004/109/EC of the European Parliament and of the Council.</b></p>	
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*Justification*

As expressed earlier, no distinction should be made between annual general meetings and extraordinary general meetings for the notice period. Furthermore, the Commission approach to the drafting of this provision is preferred. The methodology for issue of notices should not be in the Directive. Regarding length of notice ecoDa prefers the directive to have a comparatively short minimum period, which could be varied upwards at national level.

ARTICLE 5, PARAGRAPH 2 - General meeting notice

<b>Commission proposal</b>	<b>Amendments by Parliament – ECON Committee <i>Amendment 24, 25,26,27,28, 29 and 30</i></b>	<b>Amendments by Parliament – JURI Committee <i>Amendment 13</i></b>	<b>ecoDa's position</b>
<p>2. The notice referred to in paragraph 1 shall at least contain the following:</p> <p>(a) a precise indication of the place, time and draft agenda of the meeting;</p> <p>(b) a clear and precise description of the procedures that shareholders must comply with in order to be able to participate and to cast their vote in the general meeting, including the applicable record date;</p> <p>(c) a clear and precise description of the available means by which shareholders can participate in the general meeting and cast their vote. Alternatively, it may indicate where such information may be obtained;</p> <p>(d) an indication where and how the full, unabridged text of the resolutions and the</p>	<p>2. The notice <b><i>referred to in paragraph 1</i></b> shall at least contain the following:</p> <p>(a) a precise indication of the place, <b><i>date and time as well as</i></b> the draft agenda of the meeting;</p> <p>b) a clear and precise description of the procedures that shareholders must comply with in order to be able to participate, <b><i>to ask questions</i></b> and to cast their vote in the general meeting, including the <b><i>dates referred to in Article 6(3) and Article 7(2)</i></b>;</p> <p>(c) a clear and precise description of the available means by which shareholders can participate in the general meeting and</p>	<p>2. The <b><i>convocation</i></b> referred to in paragraph 1 shall at least contain the following:</p> <p>(a) a precise indication of the place, <b><i>date and time as well as the</i></b> draft agenda of the meeting;</p> <p>(b) a clear and precise description of the procedures that shareholders must comply with in order to be able to participate and to cast their vote in the general meeting, including <b><i>the applicable record date or dates pursuant to Article 7(2), if any, and the dates referred to in Article 6(3) and Article 9(1). Alternatively, it may indicate where such information may be obtained</i></b>;</p> <p>(c) a clear and precise description of the</p>	<p>2. The notice <b><i>referred to in paragraph 1</i></b> shall at least contain the following:</p> <p>(a) a precise indication of the place, <b><i>date and time as well as</i></b> the draft agenda of the meeting;</p> <p>b) a clear and precise description of the procedures that shareholders must comply with in order to be able to participate, <b><i>to ask questions</i></b> and to cast their vote in the general meeting, <b><i>including the applicable record date</i></b>;</p> <p>(c) a clear and precise description of the available means by which shareholders can participate in the general meeting and cast their vote; <b><i>Alternatively, it may indicate where and how such</i></b></p>

<p>documents intended to be submitted to the general meeting for approval may be obtained</p> <p>(e) an indication of the address of the Internet site on which the information referred to in paragraph 3 will be posted</p>	<p>cast their vote;</p> <p><b>(ca) the forms to be used to vote by post, if any, and the forms to be used to vote by proxy. Alternatively, it may indicate where and how the forms may be obtained;</b></p> <p>(d) an indication where and how the full, unabridged text of the <b>draft</b> resolutions and the documents to be submitted to the general meeting may be obtained</p> <p>(e) <b>in the notice provided for in paragraph 1 (b) and (c)</b>, an indication of the address of the Internet site on which the information referred to in <b>paragraphs 3 and 3a</b> will be posted.</p>	<p>available <b>procedure</b> by which shareholders can participate in the general meeting and cast their vote. Alternatively, it may indicate where such information may be obtained;</p> <p>(d) an indication where and how the full, unabridged text of the <b>draft</b> resolutions and the documents <b>referred to in point (c) of paragraph 3</b> may be obtained;</p> <p>(e) the address of the Internet site on which the information referred to in paragraph 3 will be <b>made available</b>.</p>	<p><b><u>information may be obtained:</u></b></p> <p><b>(ca) the forms to be used to vote by post, if any, and the forms to be used to vote by proxy. Alternatively, it may indicate where and how the forms may be obtained;</b></p> <p>(d) an indication where and how the full, unabridged text of the draft resolutions and the documents to be submitted to the general meeting may be obtained</p> <p>(e) <b>in the notice provided for in paragraph 1 (b) and (c)</b>, an indication of the address of the Internet site on which the information referred to in <b>paragraphs 3 and 3a</b> will be posted.</p>
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#### *Justification*

The provisions suggested by ECON committee are becoming even more prescriptive than the Commission proposal which ecoDa thought too prescriptive.

The amendments made by the ECON Committee enlarge the content of the notice. In order to leave some flexibility and to avoid a comprehensive list of the notice content, company shall have the right to provide general information valid for every general meeting like description of procedures and of means as well as various forms in the most convenient way from them.

#### ARTICLE 5, PARAGRAPH 3 - General meeting notice

Commission proposal	Amendments by Parliament – ECON Committee <i>Amendment 31, 32, 33, 34, 35 and 36</i>	Amendments by Parliament – JURI Committee <i>Amendment 14</i>	ecoDa's position
<p>3. Within the deadline provided for in paragraph 1, issuers shall post on their Internet sites at least the following information:</p> <p>(a) the meeting notice referred to in paragraph 1;</p> <p>(b) the total number of shares and voting rights;</p> <p>(c) the texts of the resolutions and the documents referred to in point (d) of paragraph 2;</p> <p>(d) the forms to be used to vote by</p>	<p>3. Within the deadline provided for in <b>paragraph 1a</b>, <b>companies</b> shall, <b>in addition to the notice referred to in paragraph 1</b>, post on their Internet sites at least the following information</p> <p>(c) the texts of the <b>draft</b> resolutions referred to in point (d) of paragraph 2;</p> <p><b>(ca) the documents referred to in point (d) of paragraph 2</b></p> <p><b>(cb) a voting proposal from the</b></p>	<p><b>3. For a continuous period of no less than twenty-two calendar days leading up to, and including, the day of the general meeting, the company shall make available on its Internet site at least the following information:</b></p> <p>(a) the meeting notice referred to in paragraph 1;</p> <p>(b) the total number of shares and voting rights;</p> <p><b>c) a draft from the company's administrative, management or</b></p>	<p>3. Within the deadline provided for in <b>paragraph 1b</b>, <b>companies</b> shall, <b>in addition to the notice referred to in paragraph 1</b>, post on their Internet sites at least the following information</p> <p>(c) the texts of the <b>draft</b> resolutions referred to in point (d) of paragraph 2;</p> <p><b>(c a) the documents referred to in point (d) of paragraph 2</b></p> <p><b>(c b) a voting <u>recommendation</u> from the</b></p>

<p>correspondence and by proxy. Alternatively to the forms provided for in point (d) it shall be indicated on the site where and how the forms can be obtained.</p>	<p><b>company's administrative or management body for each resolution to be adopted in the general meeting</b></p>	<p><b>supervisory organ or other competent body for each resolution to be adopted in the general meeting and the documents to be submitted to it;</b>  <b>(c) a draft resolution prepared by a shareholder ahead of the general meeting;</b>  <b>(2) Instead of making the forms referred to in point (d) available on the Internet, the company may indicate on the site where and how the forms can be obtained on paper.</b></p>	<p><b>company's administrative or management body for each resolution proposed by shareholders to be adopted in the general meeting</b>  <u><b>(d) the forms to be used to vote by correspondence and by proxy.</b></u>  <u><b>Alternatively to the forms provided for in point (d) it shall be indicated on the site where and how the forms can be obtained.</b></u></p>
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#### *Justification*

The first paragraph of the amendments suggested by ECON committee is unclear on the date it refers to.

The paragraph (cb) should not concern resolutions put forward by the board. Attention should be paid on the way in which companies are run and decisions made. It is of some value where there are shareholder resolutions, which are likely to be opposed by the board and also less objectively expressed to shareholders by their proposers.

Paragraph d of the Commission text should be kept in the directive.

#### ARTICLE 5, PARAGRAPH 3bis

Commission proposal	Amendments by Parliament – ECON Committee <i>Amendments 39 and 40</i>	Amendments by Parliament – JURI Committee	ecoDa's position
<p>Alternatively to the forms provided for in point (d) it shall be indicated on the site where and how the forms can be obtained.</p>	<p><b>3a. In addition to the information published in accordance with paragraphs 2 and 3, companies shall post on their Internet site on the day referred to in Article 7(2), the total number of shares and voting rights which are issued on that day.</b></p> <p><b>3b. Companies shall publish the notice, the texts of the draft resolutions, the voting proposals from the company's administrative or management body and the total number of shares and voting rights</b></p>		<p><u><b>Delete</b></u></p> <p><b>3b. Companies shall publish the notice, the texts of the draft resolutions, the voting proposals from the company's administrative or management body and the total number of shares and voting rights</b></p> <p><b>(b) in the official language(s) of the Member State in which the</b></p>



	<p><i>(a) in the official language(s) of the Member State in which the company is incorporated; and</i></p> <p><i>(b) in a language customary in the sphere of international finance chosen by the company.</i></p>		<p><i>company is incorporated; and</i></p> <p><i>(b) in a language customary in the sphere of international finance chosen by the company.</i></p>
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*Justification*

The majority of ecoDa's members recommend keeping the amendments of ECON committee made under paragraph 3b. [0]Paragraph 3a raises real practical problems. One of the reasons for a record date, etc. is the need for time to reconcile the share capital in issue. If such a provision is included it should be by reference to a date not earlier than 3 business days prior to the day referred to in Article 7(2).

ARTICLE 6, PARAGRAPH 1- Right to add items to the agenda of the general meeting and to table draft resolutions

<b>Commission proposal</b>	<b>Amendments by Parliament – ECON Committee <i>Amendment 41</i></b>	<b>Amendments by Parliament – JURI Committee <i>Amendment 18</i></b>	
1. Shareholders, acting individually or collectively, shall have the right to add items on the agenda of general meetings and table draft resolutions at general meetings.	1. Shareholders, acting individually or collectively, shall have the right	1. <b><i>Member States shall ensure that</i></b> shareholders, acting individually or collectively,	<b><u>1. Shareholders, acting individually or collectively, shall have the right to add items on the agenda of general meetings.</u></b>
	<b><i>(a) to add, or to require the company to add items to the agenda of an annual general meeting and to table draft resolutions to items of that agenda; and</i></b>	<b><i>(a) have the right to add, or to require the company to add,</i></b> items to the agenda of <b><i>the next</i></b> general meeting; and	
	<b><i>(b) to table draft resolutions for items on the agenda of an extraordinary general meeting.</i></b>	<b><i>(b) have the right to</i></b> table draft resolutions <b><i>for items included or to be included on the agenda of a</i></b> general meeting.	
	<b><i>Where these rights are exercised in advance of the general meeting, Member States shall provide that they are made in writing and shall ensure that companies accept their submission by post and electronic means.</i></b>	<b><i>These rights shall be exercised in writing (submitted by post or electronic means).</i></b>	<b><u>Member States shall provide that the rights are made in writing in advance of the general meeting and shall ensure that companies accept their submission by post and electronic means.</u></b>

*Justification*

Resolutions should not be tabled at general meetings. This goes against the whole concept of all shareholders having equal access to information and the right to participate in decision-making. There has to be due formality to all resolutions put to shareholders. Tabled resolutions seems to be contrary to the formality required in other parts of the article.

It should be left to the Member States to make distinction between ordinary and extraordinary general meetings.

The time limit for shareholders to submit resolutions to the company has to be sufficient for the company to include them in the notice of meeting otherwise the cost implications are unacceptable.

ARTICLE 6, PARAGRAPH 2

Commission proposal	Amendments by Parliament – ECON Committee <i>Amendment 42</i>	Amendments by Parliament – JURI Committee <i>Amendment 19 and 21</i>	ecoDa's position
2. Where the right to add items on the agenda of general meetings and table draft resolutions at general meetings is subject to the condition that the relevant shareholder or shareholders hold a minimum stake in the share capital of the issuer, such minimum stake shall not exceed 5% of the share capital of the issuer or a nominal value of EUR 10 million, whichever is the lower.	2. Where <b>any of the rights specified in paragraph 1</b> is subject to the condition that the relevant shareholder or shareholders hold a minimum stake in the share capital of the <b>company</b> , such minimum stake shall not exceed <b>1%</b> of the share capital.	2. Where <b>any of the rights specified in paragraph 1</b> is subject to the condition that the relevant shareholder or shareholders hold a minimum stake in the <b>company</b> , such minimum stake shall not exceed 5% of the share capital.  3. (a) <b>new</b> <b>Member States shall ensure that where the exercise of the right in paragraph 1(a) entails a modification of the agenda for the general meeting already communicated to shareholders, the company shall publish a revised agenda in the same manner as the previous agenda sufficiently in advance of the applicable record date pursuant to Article 7(2) or, if no record date applies, sufficiently in advance of the date of the general meeting.</b>	<b><u>2. Where the right to add items on the agenda of general meetings and table draft resolutions at general meetings is subject to the condition that the relevant shareholder or shareholders hold a minimum stake in the share capital of the issuer, such minimum stake shall not exceed 5% of the share capital of the issuer</u></b>

*Justification*

ecoDa is pleased to see that the reference to a € capital amount has been removed. However, the percentage minimum stake fixed by the European Commission is appropriate for the directive. This does not preclude a Member State fixing a lower percentage. The maximum percentage has to be sufficient to deter frivolous or vexatious proposals.

ecoDa's members agree with the amendments made by JURI committee on paragraph 3. (a) new. However it is too detailed for a directive.

ARTICLE 6, PARAGRAPH 3

Commission proposal	Amendments by Parliament – ECON Committee <i>Amendments 43, 44 and 45</i>	Amendments by Parliament – JURI Committee	ecoDa's position
	<p>3. <i>Every Member State shall set a deadline by which shareholders may exercise the right to add, or require the company to add items to the agenda of an annual general meeting. Member States may also set a deadline for the exercise of the right to table resolutions on items of the agenda of general meetings.</i></p> <p><i>Such deadlines shall end at least 7 calendar days before the general meeting, excluding the last day of the deadline and the date of the general meeting.</i></p> <p><i>3 bis. Where the rights referred to in paragraph 1 have been exercised in accordance with the provisions of paragraph 3 and where the exercise of the rights entails a modification of the notice of the general meeting already communicated, the company shall, immediately after the deadline provided for in paragraph 3, publish a revised notice on its website, without prejudice to Member States' further notification and publication requirements.</i></p> <p><i>3 ter. The exercise and submission of the rights referred to in paragraph 1 may be made subject only to such requirements as are necessary, in order to ensure the transmission of the content of the added items and tabled resolutions, the identification of the shareholder and, if provided for</i></p>		<p><u>3. Every Member State shall set a deadline by which shareholders may exercise the rights referred to in paragraph 1. These rights shall be exercised sufficiently in advance of the date of the general meeting, to enable other shareholders to receive or have access to the revised agenda or the proposed resolutions ahead of the general meeting.</u></p> <p><u>(Delete)</u></p> <p><u>(Delete)</u></p> <p><i>3 ter. The exercise and submission of the rights referred to in paragraph 1 may be made subject only to such requirements as are necessary, in order to ensure the identification of the shareholder or shareholders, the verification of the minimum stake referred to in paragraph 2, the transmission of the content of the added items and tabled resolutions.</i></p>

	<i>under the applicable law, the verification of the minimum stake referred to in paragraph 2, providing that the requirements are proportionate to these objectives.</i>		
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*Justification*

Deadlines should be fixed by Member States.

Article 6 paragraph 3 as suggested by the European Commission is sufficient to ensure that the other shareholders will be notified revised notice.

ARTICLE 7, PARAGRAPH 2 and 3 - Admission to the general meeting

Commission proposal	Amendments by Parliament – ECON Committee <i>Amendment 46 and 47</i>	Amendments by Parliament – JURI Committee <i>Amendment 22 and 23</i>	ecoDa's position
<p>2. The right to participate and vote in a general meeting of any issuer may be made subject to the condition that a natural person or legal entity qualifies as shareholder of the relevant issuer on a certain date prior to the relevant general meeting. The proof of the qualification as shareholder may be made subject only to such requirements as are necessary to ensure the identification of shareholders and to the extent that they are proportionate to ensure the identification.</p> <p>3. The date referred to in the first subparagraph of paragraph 2 shall be fixed by each Member State for the general meetings of issuers having their registered office in that Member State. However, this date shall not be earlier than 30 calendar days before the general meeting. Each Member State shall communicate the date so fixed to the Commission which shall publish these dates in the Official Journal of the European Union.</p>	<p>2. The right to participate and vote in a general meeting of any <b>company shall</b> be made subject to the condition that a natural or legal <b>person</b> qualifies as a shareholder <b>in</b> the relevant <b>company</b> on a certain date prior to the relevant general meeting (<b>the 'record date'</b>).</p> <p>3. <b>Member States may fix different record dates for companies issuing bearer shares on the one hand and for those issuing registered shares on the other. For either type of company, the record date shall be the same within a Member State.</b> <b>The minimum duration between the date of the notice of the general meeting and the record date, excluding the date of the notice and the record date, shall be no less than</b> <b>(a) 20 calendar days for annual general meetings; and</b> <b>(b) 5 calendar days for extraordinary general meetings</b></p>	<p><b>2. Member State may prohibit, or allow companies to prohibit, shareholders from participating in a general meeting and voting in respect of any shares which they hold if they are not shareholders on a specified date prior to the general meeting (the 'record date'). The record date may be different for holders of bearer shares and holders of registered shares respectively.</b></p> <p>3. <b>Each Member State whose national law provides for a record date or, with respect to paragraph 2 subparagraph 2, for different record dates shall ensure that respectively a single record date applies to all companies. The record date shall be set with reference to a certain number of days which must pass between the record date and the date of the general meeting to which it applies, and at least six clear calendar days shall pass after the day of the convocation of the meeting and the record date. The proof of the qualification as shareholder may be</b></p>	<p>2. The right to participate and vote in a general meeting of <b>any company shall</b> be made subject to the condition that a natural or legal <b>person</b> qualifies as a shareholder in the relevant <b>company</b> on a certain date prior to the relevant general meeting (<b>the 'record date'</b>).</p> <p><b><u>3. The date referred to in the first subparagraph of paragraph 2 shall be fixed by each Member State for the general meetings of companies having their registered office in that Member State.</u></b> <b><u>However, this date shall not be earlier than 3 calendar days before the general meeting.</u></b></p>

		<i>made subject only to such requirements as are necessary to ensure the identification of shareholders and to the extent that they are proportionate to this objective.</i>	
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*Justification*

There is no need at EU level to fix different record dates for companies issuing bearer shares on the one hand and for those issuing registered shares on the other, or different record dates depending on the kind of general meetings (ordinary or extraordinary).

ARTICLE 8

Commission proposal	Amendments by Parliament – ECON Committee <i>Amendments 48, 49 and 50</i>	Amendments by Parliament – JURI Committee	ecoDa's position
	<p><i>-1. The company shall ensure equal treatment at general meetings between shareholders who are physically present and those participating by electronic means.</i></p> <p><i>1. Member States shall permit companies to offer to their shareholders any form of participation in the general meeting by electronic means, notably any or all of the following forms of participation:</i></p> <p><i>(a) a real-time transmission of the general meeting;</i></p> <p><i>(b) a real-time two-way communication enabling shareholders to ask questions and table resolutions at the general meeting from a remote location;</i></p> <p><i>(c) a mechanism for casting votes, whether before or during the general meeting;</i></p> <p><i>Where votes are cast before the general meeting, companies shall ensure that the results of the vote are not disclosed before the date of the</i></p>		<u><i>delete</i></u>

	<p><i>general meeting</i></p> <p><b>2. Shareholders' attendance at general meetings through the use of electronic means shall not be subject to requirements and constraints other than those necessary to ensure the identification of shareholders and the security of the electronic communication and are proportionate to these objectives</b></p>		
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#### *Justification*

ecoDa clearly supports the approach mentioned in paragraphs 1 and 2 (as suggested by ECON Committee). However they are too prescriptive for a directive. Since these provisions are really costly for companies, time should be given to Member States to move forward.

#### ARTICLE 9 - Right to ask questions

Commission proposal	Amendments by Parliament – ECON Committee <i>Amendments 51 and 52</i>	Amendments by Parliament – JURI Committee <i>Amendment 26</i>	ecoDa's position
<p>1. Shareholders shall have the right to ask questions orally at the general meeting and/or in written or electronic form ahead of the general meeting.</p> <p>3. Responses to shareholder questions referred to in paragraph 1 shall be made available to all shareholders through the Internet site of the issuer.</p>	<p>1. Shareholders shall have the right to ask <b>oral</b> questions at the general meeting <b>related to items on the agenda of that general meeting. If provided by the company, shareholders may make use of electronic means to ask questions at the general meeting. Member States may allow shareholders to ask questions in writing</b> ahead of the general meeting.</p> <p>2. <b>The company</b> shall respond <b>orally at the general meeting</b> to the questions put to <b>it</b> by shareholders <b>before and at the general meeting.</b></p> <p>Member States may take, or allow <b>the company</b> to take <b>measures</b>, to ensure the good order of <b>the</b> general meeting and <b>its</b> preparation and the protection of confidentiality and business interests of <b>the company. Member States shall allow companies to group together questions of the same content and to</b></p>	<p>1. <b>Every</b> shareholder shall have the right to ask questions <b>relating to items on the agenda in writing (submitted by post or electronic means)</b> ahead of the general meeting. Member States may set a single date, with reference to a specified number of days before the general meeting, and may provide that a company shall not be obliged to respond to questions which are submitted after that date.</p> <p>3. <b>Member States may provide that - to the extent that they represent new information of general relevance -</b> responses to shareholder questions referred to in paragraph 1 shall be made available to all shareholders through the Internet site of the <b>company within a reasonable time before the general meeting.</b></p> <p>3a. <b>Member States may provide that their rules concerning the debate and voting results in the general meeting do not apply with respect to paragraph</b></p>	<p>1. Shareholders shall have the right to ask <b>oral</b> questions at the general meeting <b>related to items on the agenda of that general meeting. If provided by the company, shareholders may make use of electronic means to ask questions at the general meeting. Member States may allow <u>shareholders to ask questions in writing no later than 10 days before</u></b> the general meeting.</p> <p>2. <b>The company</b> shall <b>respond orally at the general meeting</b> to the questions put to <b>it</b> by shareholders <b>before and at the general meeting.</b></p> <p>Member States may take, or allow <b>the company</b> to take <b>measures</b>, to ensure the good order of <b>the</b> general meeting and its preparation and the protection of confidentiality and business interests of <b>the company. Member States shall allow companies to group together questions of the same content and to</b></p>

	<p><b>answer them en bloc.</b></p> <p>A response shall be deemed to be given if the relevant information <b>has already been</b> available on the <b>company's</b> Internet site in <b>a question-and-answer format.</b></p>	2.	<p><b>answer them en bloc.</b></p> <p>A response shall be deemed to be given if the relevant information <b>has already been</b> available on the <b>company's</b> Internet site in <b>a question-and-answer format.</b></p>
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#### *Justification*

ecoDa welcomes all the amendments proposed by ECON Committee. However it should be mentioned that questions have to be submitted early enough ahead of the general meetings. 10 days before the general meeting seems adequate.

ecoDa's members agree with the amendments made by JURI committee on paragraph 3 However it is too detailed for a directive.

#### ARTICLE 10

Commission proposal	Amendments by Parliament – ECON Committee <i>Amendments 53, 54, 55, 56, 57, 58, 59 and 60</i>	Amendments by Parliament – JURI Committee <i>Amendment 30 and 31</i>	ecoDa's position
<p>1. Every shareholder shall have the right to appoint any other natural person or legal entity as a proxy holder to attend and vote at a general meeting on his behalf. There shall be no restrictions as to the person who can be granted a proxy other than the requirement that the person possesses legal capacity. However, Member States may restrict the right of proxy holders to exercise the voting rights at their discretion in cases where: (a) they have a business, family or other relationship with the issuer, (b) they are a controlling shareholder of the issuer, (c) they belong to the management of the issuer or of one of its controlling shareholders. A shareholder may only appoint one person to act for him as a proxy holder in relation to any one general meeting.</p>	<p>1. Every shareholder shall have the right to appoint any other natural or legal <b>person</b> as a proxy holder to attend and vote at a general meeting <b>in his name.</b></p> <p><b>A proxy holder shall be entitled to exercise only those rights to speak, ask questions, table resolutions and vote in general meetings, which the appointing shareholder would be entitled to exercise and in accordance with the appointing shareholder's instructions, if any.</b></p> <p><b>1 bis. Apart from the requirement that the proxy holder possesses legal capacity, Member States may subject the exercise of shareholders' rights through proxy holders only to the constraints and requirements necessary to address proxy holders' conflicts of interest, providing that such requirements are proportionate to the objective.</b></p>	<p><b>1. Every shareholder shall have the right to appoint any other natural or legal person as a proxy holder to attend and vote at a general meeting on his behalf. There shall be no restrictions as to the person who can be granted a proxy other than the requirement that the person possesses legal capacity. However, where Member States impose restrictions as to the manner in which a proxy holder may exercise the votes, such restrictions shall not go beyond what is necessary and proportionate in order to address conflicts of interests between the shareholder and the proxy holder. The relationship between the shareholder and the proxy holder shall not affect the validity of the acts carried out by the proxy holder in relation to the company.</b></p>	<p>1. Every shareholder shall have the right to appoint any other natural or legal <b>person</b> as a proxy holder to attend and vote at a general meeting <b>in his name.</b></p> <p><b>A proxy holder shall be entitled to exercise only those rights to speak, ask questions, table resolutions and vote in general meetings, which the appointing shareholder would be entitled to exercise and in accordance with the appointing shareholder's instructions, if any.</b></p> <p><b><u>1 bis. However, to avoid conflicts of interests Member States may restrict the right of proxy holders to exercise the voting rights at their discretion in cases in particular where the proxy holder:</u></b></p> <p><b>(a) is a controlling shareholder of the company, or is another entity controlled by such a shareholder;</b></p>

	<p><i>In particular, such constraints and requirements should apply to any proxy holder who:</i></p> <p><i>(a) is a controlling shareholder of the company, or is another entity controlled by such a shareholder;</i></p> <p><i>(b) is a member of the administrative, management or supervisory body or of a controlling shareholder or controlled entity referred to in (a);</i></p> <p><i>(c) has a family or business relationship with one of the natural persons referred to in (b).</i></p> <p><i>1 ter. Member States may require proxy holders to keep a record of the instructions for a defined minimum period and to confirm, on request, that the voting instructions have been carried out.</i></p> <p><i>1 quater. Notwithstanding Article 13(5), a shareholder may appoint only one proxy holder as regards shares held in the same securities account and in relation to a particular general meeting</i></p> <p>2. A proxy holder may hold a proxy from more than one shareholder without limitation as to the number of shareholders so represented. A proxy holder <b>holding proxies</b> from several shareholders, he <b>shall vote differently on behalf of different shareholders</b>, in accordance with the appointing shareholders' voting instructions, if any.</p> <p><b>3a. Member States shall not prohibit a proxy holder from transferring a proxy to another natural or legal person, subject to the approval of the appointing shareholder.</b></p>	<p>2. A person acting as a proxy holder may hold a proxy from more than one shareholder without limitation as to the number of shareholders so represented. <b>Where a proxy holder holds proxies from several shareholders, he shall not be prevented from casting votes for a certain shareholder differently from votes cast for another shareholder.</b></p>	<p><i>(b) is a member of the administrative, management or supervisory body or of a controlling shareholder or controlled entity referred to in (a);</i></p> <p><i>(c) has a family or business relationship with one of the natural persons referred to in (a) and (b).</i></p> <p><b>1 ter. <del>delete</del></b></p> <p><b>1 quarter . Notwithstanding Article 13(5), a shareholder may appoint only one proxy holder as regards shares held in the same securities account and in relation to a particular general meeting</b></p> <p>2. A proxy holder may hold a proxy from more than one shareholder without limitation as to the number of shareholders so represented. A proxy holder <b>holding proxies</b> from several shareholders, he <b>could vote in accordance with the appointing shareholders' voting instructions, if any and may vote differently on behalf of different shareholders.</b></p> <p><b><del>delete</del></b></p>
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*Justification*

Flexibility should be given to Member States.

The transfer of instructions throughout the chain should be mandatory.

Article 1 ter as suggested by ECON committee is really impractical, particularly where an individual unconnected with the company has been appointed as a proxy.

No consensus between ecoDa's members on paragraph 3a as suggested by ECON Committee was found.

ARTICLE 11 -Appointment of proxy holders

Commission proposal	Amendments by Parliament – ECON Committee <i>Amendment 61, 62, 63, 64, 65 and 66</i>	Amendments by Parliament – JURI Committee <i>Amendments 33, 34, 37</i>	ecoDa's position
<p>1. The appointment of a proxy holder and the issue of voting instructions by the shareholder to the proxy holder shall not be subject to any formal requirements, other than such requirements as may be strictly necessary for the identification of the shareholder and of the proxy holder.</p> <p>2. Proxy holders may be appointed by electronic means subject to such requirements, other than that of an electronic signature, as may be strictly necessary for the authentication of the appointer and the identification of the proxy holder.</p> <p>3. Requirements imposed by Member States under paragraphs 1 and 2 shall be proportionate to their objectives.</p>	<p>Appointment of proxy holders <b>and issuance of voting instructions</b></p> <p><b>-1. Member States shall ensure that the appointment of proxy holders and the notification of appointments of proxy holders to the company shall be in writing. Member States shall ensure that companies accept the appointment and the notification by post and electronic means</b></p> <p>1. The appointment of a proxy holder and the <b>issuance</b> of voting instructions, <b>if any</b>, by the shareholder to the proxy holder shall not be subject to any formal requirements, other than such requirements as may be strictly necessary for the identification of the shareholder and of the proxy holder, <b>or for the verification of the content of voting instructions, providing that the requirements are proportionate to</b></p>	<p>1. <b>The appointment of a proxy holder and the issuance of voting instructions, to the proxy holder shall not be subject to any formal requirements, other than such requirements as are necessary for the identification of the shareholder and of the proxy holder, or for the verification of the content of voting instructions, respectively, and are proportionate to these objectives.</b></p> <p>1a. Member States shall ensure that proxy holders may only be appointed, and the</p>	<p>Appointment of proxy holders <b>and issuance of voting instructions</b></p> <p><b>-1. Member States shall ensure that the appointment of proxy holders and the notification of appointments of proxy holders to the company shall be in writing. <u>(delete)</u></b></p> <p>1. The appointment of a proxy holder and the <b>issuance</b> of voting instructions, <b>if any</b>, by the shareholder to the proxy holder shall not be subject to any formal requirements, other than such requirements as may be necessary for <b><u>ensuring the validity of the appointment</u></b>, the identification of the shareholder and of the proxy holder, <b>or for the verification of the content of voting instructions <u>(delete)</u>.</b></p> <p><b>3a. The provisions of Article 11 (-1) shall apply mutatis mutandis to the revocation of a proxy.</b></p>

	<p><b>these objectives.</b></p> <p><b>3a. The provisions of Article 11 (-1) shall apply mutatis mutandis to the revocation of a proxy.</b></p>	<p>appointment be notified to the company, in writing, but they shall not exclude submission either by post or by electronic means. Member States shall leave companies the option to choose one single means of submission.</p>	
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*Justification*

Concerning paragraph 1 as suggested by ECON committee, the Directive should not be prescriptive.

Agreement with the amendments suggested by ECON Committee.

ARTICLE 12 - Voting in absentia

<b>Commission proposal</b>	<b>Amendments by Parliament – ECON Committee <i>Amendments 67, 68 and 69</i></b>	<b>Amendments by Parliament – JURI Committee</b>	<b>ecoDa's position</b>
<p>1. Any shareholder of a listed company shall have the possibility to vote by post in advance of the general meeting, subject to such requirements as may be necessary to ensure the identification of shareholders and are proportionate to this objective.</p> <p>2. Member States shall prohibit requirements and constraints which hinder the exercise of voting rights attached to shares by electronic means by shareholders who are not physically present at the general meeting, except in so far as such requirements may be necessary to ensure the identification of shareholders and the security of electronic communications and are proportionate to this objective.</p>	<p>Voting <b>by post</b></p> <p>1. <b>Member States may permit companies to offer to their shareholders</b> the possibility to vote by post in advance of the general meeting, subject to such requirements as <b>are</b> necessary to ensure the identification of shareholders and are proportionate to this objective.</p>	<p>1. Member States shall permit companies to offer to their shareholders <b>the possibility to vote by post in advance of the general meeting, subject to such requirements as are necessary to ensure the identification of shareholders and are proportionate to this objective.</b></p>	<p>Voting <b>by post</b></p> <p>1. <b>Member States shall permit companies to offer to their shareholders</b> the possibility to vote by post in advance of the general meeting, subject to such requirements as <b>are</b> necessary to ensure the identification of shareholders and are proportionate to this objective.</p>

*Justification*

Agreement with the amendments suggested by ECON Committee. However, better wording is suggested.

## ARTICLE 13 – Voting upon instructions

Commission proposal	Amendments by Parliament – ECON Committee <i>Amendments 70, 71, 72, 73, 74, 75 and 76</i>	Amendments by Parliament – JURI Committee <i>Amendment 38, 39</i>	ecoDa's position
<p>1. Member States shall ensure that any natural person or legal entity that under their laws is allowed to hold securities in the course of a business for the account of another natural person or legal entity may hold such securities in either individual or omnibus accounts.</p> <p>2. Where the shares are held in omnibus accounts, it shall not be permitted to require that they be temporarily registered in individual accounts, in order to be able to exercise voting rights attaching to these shares at a general meeting.</p> <p>3. Persons referred to in paragraph 1 shall not be prevented from casting votes attaching to the shares which they hold for the account of another natural person or legal entity, provided they have been instructed to do so by such other person or entity. The person or entity referred to in paragraph 1 shall keep a record of the instructions for a minimum period of one year.</p> <p>4. Where a person or entity referred to in paragraph 1 holds shares of the same issuer in an omnibus account, it shall be permitted to cast votes attaching to some of the shares differently from votes attaching to the other shares.</p> <p>5. By derogation from Article 10(1), third subparagraph, a person or entity referred to in paragraph 1 that holds securities in an omnibus account shall have the right to issue a proxy to every person on whose behalf it holds shares in such account or to any third party designated by that person.</p>	<p><b>Removal of certain obstacles to the effective exercise of voting rights by legal shareholders</b></p> <p><b>1. This Article applies where, by virtue of the applicable law, a natural or legal person acting on behalf of another is recognised as a shareholder (the 'legal shareholder').</b></p> <p><b>2. Where the applicable law allows a legal shareholder to register the shares of clients in its own name or to administer the shares of several clients in a pooled account, it shall be prohibited to require that the shares be temporarily registered in the names of the clients or transferred to individual accounts, in order to be able to exercise voting rights attached to these shares at a general meeting.</b></p> <p><b>2 bis . Member States may allow companies to require that the identity of each client for whom voting rights are exercised by the legal shareholder must be disclosed to the company.</b></p> <p><b>3. Where the applicable law imposes formal requirements for the authorisation of a legal shareholder exercising voting rights, or implementing voting instructions, such formal requirements shall not go beyond what is necessary for the identification of the client on the one hand, and for the verification of the content of the voting instructions on the other, providing that the requirements are proportionate to these objectives.</b></p> <p><b>4. Where the applicable law allows a</b></p>	<p><b>1. This Article applies where, by virtue of the applicable law, a natural or legal person acting on behalf of another (in the following: "client") is recognised as shareholder.</b></p> <p><b>2. Where the applicable law allows a person referred to in paragraph 1 to register the shares of clients in his own name or to administer the shares of several clients in a pooled account, it shall be prohibited to require that the shares be temporarily registered in the names of the clients or transferred to individual accounts in order to be able to exercise voting rights attaching to these shares at a general meeting. Member States may, however, require that the identity of each client for whom voting rights are exercised must be disclosed to the company.</b></p> <p><b>3. Where the applicable law imposes formal requirements on the authorisation of a person referred to in paragraph 1 to exercise voting rights, or on voting instructions, such formal requirements shall not go beyond what is necessary for the identification of the client, or for the verification of the content of voting instructions, respectively, and is proportionate to these objectives.</b></p> <p><b>4. Where the applicable law allows a person referred to in paragraph 1 to register the shares of clients in his own name or to administer the shares of several clients in a pooled account, that person shall not be prevented from casting votes on behalf of a certain</b></p>	<p><b>Removal of certain obstacles to the effective exercise of voting rights by legal shareholders</b></p> <p><b>1. This Article applies where, by virtue of the applicable law, a natural or legal person acting on behalf of another is recognised as a shareholder (the 'legal shareholder').</b></p> <p><b>2. Where the applicable law allows a legal shareholder to register the shares of clients in its own name or to administer the shares of several clients in a pooled account, it shall be prohibited to require that the shares be temporarily registered in the names of the clients or transferred to individual accounts, in order to be able to exercise voting rights attached to these shares at a general meeting.</b></p> <p><b>2 bis. Member States may allow companies to require that the identity of each client for whom voting rights are exercised by the legal shareholder must be disclosed to the company.</b></p> <p><b>3. Where the applicable law imposes formal requirements for the authorisation of a legal shareholder exercising voting rights, or implementing voting instructions, such formal requirements shall not go beyond what is necessary for the identification of the client on the one hand, and for the verification of the content of the voting instructions on the other, providing that the requirements are proportionate to these objectives.</b></p> <p><b>4. Where a person or entity referred to</b></p>

	<p><i>legal shareholder to register the shares of clients in the legal shareholder's name or to administer the shares of several clients in a pooled account, that legal shareholder shall have the right to vote differently on behalf of different clients.</i></p> <p><i>5. A legal shareholder shall, at request of its client, grant a proxy to that client or to any third party designated by that client.</i></p>	<p><i>client differently from votes cast on behalf of another client.</i></p> <p><i>5. A person referred to in paragraph 1 shall have the right to grant a proxy to every one of his clients or to any third party designated by a client as the beneficial investor.</i></p>	<p><i>in paragraph 1 holds shares of the same issuer in an omnibus account, it shall be permitted to cast votes attaching to some of the shares differently from votes attaching to the other shares.</i></p> <p><i>5. (delete)</i></p>
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#### *Justification*

EcoDa agrees with the amendments suggested by ECON Committee. However paragraph 4 and 5 are clearer in the draft version of the European Commission. However, given the changes to Article 10(1), paragraph 5 is no longer useful.

#### ARTICLE 13

<b>Commission proposal</b>	<b>Amendments by Parliament – ECON Committee <i>Amendments 78, 79, 80 and 81</i></b>	<b>Amendments by Parliament – JURI Committee <i>Amendment 40</i></b>	<b>ecoDa's position</b>
<p>1. Member States shall ensure that any natural person or legal entity that under their laws is allowed to hold securities in the course of a business for the account of another natural person or legal entity may hold such securities in either individual or omnibus accounts.</p> <p>2. Where the shares are held in omnibus accounts, it shall not be permitted to require that they be temporarily registered in individual accounts, in order to be able to exercise voting rights attaching to these shares at a general meeting.</p> <p>3. Persons referred to in paragraph 1 shall not be prevented from casting votes attaching to the shares which they hold for</p>	<p><b><i>Exercise of voting rights through intermediaries</i></b></p> <p><b><i>1. This Article applies to any natural or legal person permitted, as part of a regular activity and in the course of a business, to maintain securities accounts for the account of other natural or legal persons and who is not a legal shareholder within the meaning of Article 13(1) (the 'intermediary').</i></b></p> <p><b><i>2. Intermediaries shall exercise voting rights only on the basis of the general contractual framework between the intermediary and the client or upon specific instructions received from the client for the voting event in question</i></b></p> <p><b><i>3. Intermediaries shall either cast votes attached to the shares upon the instructions of their clients or transfer the voting instructions to another</i></b></p>	<p><b><i>1. This Article applies where, by virtue of the applicable law, a natural or legal person acting on behalf of another (in the following: "client") is recognised as shareholder.</i></b></p> <p><b><i>2. Where the applicable law allows a person referred to in paragraph 1 to register the shares of clients in his own name or to administer the shares of several clients in a pooled account, it shall be prohibited to require that the shares be temporarily registered in the names of the clients or transferred to individual accounts in order to be able to exercise voting rights attaching to these shares at a general meeting.</i></b></p> <p><b><i>Member States may, however, require that the identity of each client for whom voting rights are exercised must be disclosed to the company.</i></b></p> <p><b><i>3. Where the applicable law imposes formal requirements on the authorisation of a person referred to in</i></b></p>	<p><b><i>Exercise of voting rights through intermediaries</i></b></p> <p><b><i>1. This Article applies to any natural or legal person permitted, as part of a regular activity and in the course of a business, to maintain securities accounts for the account of other natural or legal persons and who is not a legal shareholder within the meaning of Article 13(1) (the 'intermediary').</i></b></p> <p><b><i>2. Intermediaries shall exercise voting rights only on the basis of the general contractual framework between the intermediary and the client or upon specific instructions received from the client for the voting event in question</i></b></p> <p><b><i>3. Intermediaries shall either cast votes attached to the shares upon the instructions of their clients or transfer the voting instructions to another</i></b></p>

<p>the account of another natural person or legal entity, provided they have been instructed to do so by such other person or entity The person or entity referred to in paragraph 1 shall keep a record of the instructions for a minimum period of one year.</p> <p>4. Where a person or entity referred to in paragraph 1 holds shares of the same issuer in an omnibus account, it shall be permitted to cast votes attaching to some of the shares differently from votes attaching to the other shares.</p>	<p><i>intermediary with whom the shares are held.</i></p> <p><b>4. Member States may require intermediaries to keep a record of their instructions for a defined minimum period and to confirm on request that the voting instructions have been carried out.</b></p>	<p>paragraph 1 <b>to exercise voting rights, or on voting instructions, such formal requirements shall not go beyond what is necessary for the identification of the client, or for the verification of the content of voting instructions, respectively, and is proportionate to these objectives.</b></p> <p>4. Where <b>the applicable law allows</b> a person referred to in paragraph 1 <b>to register the shares of clients in his own name or to administer the shares of several clients in a pooled account, that person shall not be prevented from casting votes on behalf of a certain client</b> differently from votes <b>cast on behalf of another client.</b></p>	<p><i>intermediary with whom the shares are held.</i></p> <p><b>4. Member States may require intermediaries to keep a record of their instructions for a defined minimum period and to confirm on request that the voting instructions have been carried out.</b></p>
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*Justification*

Agreement with the amendments suggested by ECON Committee.

ARTICLE 15

Commission proposal	Amendments by Parliament – ECON Committee <i>Amendments 83, 84 and 85</i>	Amendments by Parliament – JURI Committee	ecoDa's position
<p>1. Within a period of time which shall not exceed 15 calendar days following the general meeting, the issuer shall publish on its Internet site the results of the votes on each resolution tabled at the general meeting.</p> <p>2. The results of the voting shall include for each resolution at least the number of shares in respect of which voting has taken place and the percentages of votes in favour of and against each resolution.</p>	<p>Post-general meeting information: <b>results of the vote</b></p> <p>1. Within a period of time which shall not exceed 15 calendar days following the general meeting, the <b>company</b> shall publish on its Internet site the results of the vote on each resolution tabled at the general meeting</p> <p>2. The results of the <b>vote</b> shall include for each resolution at least the number of shares <b>for which votes have been validly cast, the proportion of the share capital represented by these shares, the total number of votes validly cast, as well as the number</b> of votes in favour of and against each resolution <b>and, where</b></p>		<p>. Post-general meeting information: <b>results of the vote</b></p> <p>1. Within a period of time which shall not exceed 15 calendar days following the general meeting, the company shall publish on its Internet site the results of the vote on each resolution tabled at the general meeting</p> <p><b><u>2. The results of the voting shall include for each resolution at least the number of shares in respect of which voting has taken place and the percentages of votes in favour of and against each resolution.</u></b></p>

	<i>applicable, the number of abstentions.</i>		
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*Justification*

The Directive should confine itself to the broad principles and it should be left to Member States to ask for more details.

ARTICLE 16

<b>Commission proposal</b>	<b>Amendments by Parliament – ECON Committee <i>Amendments 86 and 87</i></b>	<b>Amendments by Parliament – JURI Committee</b>	<b>ecoDa's position</b>
1. Member States shall bring into force the laws, regulations and administrative provisions necessary to comply with this Directive by [31 December 2007] at the latest. They shall forthwith communicate to the Commission the text of those provisions and a correlation table between those provisions and this Directive.	1. Member States shall bring into force the laws, regulations and administrative provisions necessary to comply with this Directive by [...] at the latest. They shall forthwith communicate to the Commission the text of those provisions and a correlation table between those provisions and this Directive.		1. Member States shall bring into force the laws, regulations and administrative provisions necessary to comply with this Directive by [...] at the latest. They shall forthwith communicate to the Commission the text of those provisions and a correlation table between those provisions and this Directive.
	<b><i>Member States shall communicate to the Commission the number of days specified under Article 5 (1 A), 6(3) and 7(2), and any subsequent change thereof and the Commission shall publish this information in the Official Journal of the European Union.</i></b>		<b><i>Member States shall communicate to the Commission the number of days specified under Article 5 (1 bis), 6(3) and 7(2), and any subsequent change thereof and the Commission shall publish this information in the Official Journal of the European Union.</i></b>
When Member States adopt those provisions, they shall contain a reference to this Directive or be accompanied by such a reference on the occasion of their official publication. Member States shall determine how such reference is to be made.	When Member States adopt those provisions, they shall contain a reference to this Directive or be accompanied by such a reference on the occasion of their official publication. Member States shall determine how such reference is to be made.		When Member States adopt those provisions, they shall contain a reference to this Directive or be accompanied by such a reference on the occasion of their official publication. Member States shall determine how such reference is to be made.
2. Member States shall communicate to the Commission the text of the main provisions of national law which they adopt in the field covered by this Directive.	<b><i><sup>1</sup> Within 18 months after the date of entry into force of this Directive</i></b>		<b><i><sup>1</sup> Within 18 months after the date of entry into force of this Directive</i></b>

*Justification*

Agreement with the amendments suggested by ECON Committee.