

Question for written answer E-003745/2026
to the Commission
Rule 144
Ton Diepeveen (PfE)

Subject: Directors' liability and the EU Inc. governance model

The Commission's proposal for the EU Inc. appears to depart from the stakeholder-driven corporate model (Rhineland model) that exists in several Member States and to align more closely with a US-style shareholder-driven model. For instance, directors no longer appear to be required to assess decisions of the shareholders' general meeting which go against the interests of the company before implementing them. This may be relevant, for example, where shareholders decide to distribute funds whilst the company's financial position does not permit this.

Accordingly, a discrepancy could result between the legal standards against which directors of an EU Inc. and directors of national companies are assessed. This could reduce legal certainty and the predictability of directors' liability, particularly for individuals who are simultaneously directors of an EU Inc. and of a company governed by national law.

1. Why is the Commission moving away from the stakeholder-driven governance model and opting for the shareholder-driven governance model?
2. What standard should national courts apply when assessing the lawfulness and any liability of directors of an EU Inc., and how does this relate to the various national governance models?
3. How will the Commission ensure legal certainty for individuals who hold directorships in both an EU Inc. and in companies governed by national law?

Submitted: 17.9.2026