



**EUROPEAN COMMISSION**  
Directorate-General for Financial Stability, Financial Services and Capital Markets Union  
**INVESTMENT AND COMPANY REPORTING**  
**Accounting and financial reporting**

## **CONSULTATION DOCUMENT**

### **FITNESS CHECK ON THE EU FRAMEWORK FOR PUBLIC REPORTING BY COMPANIES**

#### **Disclaimer**

This document is a working document of the Commission services for consultation and does not prejudge the final decision that the Commission may take.

The views reflected on this consultation paper provide an indication on the approach the Commission services may take but do not constitute a final policy position or a formal proposal by the European Commission.

You are invited to reply **by 21 July 2018** at the latest to the **online questionnaire** available on the following webpage:  
[http://ec.europa.eu/info/consultations/finance-2018-companies-public-reporting\\_en](http://ec.europa.eu/info/consultations/finance-2018-companies-public-reporting_en)

Please note that in order to ensure a fair and transparent consultation process **responses should be made through the online questionnaire.**

This consultation follows the normal rules of the European Commission for public consultations. Responses will be published unless respondents indicate otherwise in the online questionnaire.

Responses authorised for publication will be published on the following webpage:  
[http://ec.europa.eu/info/consultations/finance-2018-companies-public-reporting\\_en#contributions](http://ec.europa.eu/info/consultations/finance-2018-companies-public-reporting_en#contributions)

Should you have a problem completing this questionnaire or if you require particular assistance, please contact:

[fisma-public-reporting-by-companies@ec.europa.eu](mailto:fisma-public-reporting-by-companies@ec.europa.eu)

## **CONTENT OF THE CONSULTATION DOCUMENT**

This consultation seeks stakeholder views on whether the EU framework for public reporting by companies is fit for purpose.

**Considering the size of this public consultation please feel free to respond only to sections or questions of interest to you.**

The questionnaire is structured as follows:

- ▶ Introduction
- ▶ Assessing the fitness of the EU public reporting framework overall (Section I; Questions 1- 7)
- ▶ The EU financial reporting framework applicable to all companies (Accounting Directive: companies with cross border activities, SMEs, and content of the information) (Section II; Questions 8- 18)
- ▶ The EU financial reporting framework for listed companies (IAS regulation, Transparency Directive) (Section III; Questions 19- 29)
- ▶ The EU financial reporting framework for banks and insurance companies (Sectoral Accounting Directives) (Section IV; Questions 30 - 39)
- ▶ Non-financial reporting framework (Non-Financial Reporting Directive, Country-by-Country Reporting for extractive and logging industries and integrated reporting) (Section V; Questions 40 - 56)
- ▶ The digitalisation challenge (Section VI; Questions 57- 66)
- ▶ Other comments
- ▶ Acronyms and Abbreviations

## Introduction

Public reporting by companies<sup>1</sup> is based on a number of EU Directives, Regulations and Recommendations that were adopted at different points in time over the last 40 years. The current body of EU law (the "acquis") comprises a range of requirements applying to listed and non-listed companies, sector specific requirements (banks and insurers), as well as additional disclosure requirements applicable to listed companies. The initial Directive on annual accounts aimed at harmonising financial information to capital providers and for creditor protection. More recently, public reporting requirements have been expanded to non-financial reporting for a much broader audience.

The Commission is now conducting a comprehensive check of the fitness of the EU framework on public reporting by companies. The objectives of this fitness check are:

- 1) to assess whether the EU public reporting framework is overall still relevant for meeting the intended objectives, adds value at the European level, is effective, internally consistent, coherent with other EU policies, efficient and not unnecessarily burdensome;
- 2) to review specific aspects of the existing legislation as required by EU law<sup>2</sup>; and
- 3) to assess whether the EU public reporting framework is fit for new challenges (such as sustainability and digitalisation).

Throughout this consultation, certain concepts should be understood as follows:

- **Effectiveness** – whether an intended objective is met;
- **Relevance** – whether a requirement is necessary and appropriate for the intended objectives;
- **Efficiency** – whether the costs associated with the intervention are proportionate to the benefits it has generated;
- **Coherence** – whether requirements are consistent across the board;
- **Added value** – whether the EU level adds more benefits than would have been the case if the requirements were only introduced at the national level.

---

<sup>1</sup> For this consultation "companies" mean limited liability companies of the types listed in the accounting Directive, companies that have issued securities on an EU regulated market, and banks or insurance companies including cooperatives and mutual structures.

<sup>2</sup> According to legislation, a series of reviews will have to be performed by the Commission:

- A report on the implementation of Non-Financial Reporting Directive 2014/95/EU, addressing its scope, particularly as regards large non-listed undertakings, its effectiveness and the level of guidance and methods provided.
- A report on the situation of micro-undertakings having regard to the number of micro-companies and the reduction of administrative burdens resulting from the simplifications introduced in 2013.
- A report on the implementation and effectiveness of the Country-By-Country Reporting by extractive and logging industries, including examining the case for an extension of the Country-By-Country reporting to other sectors.
- A report on the 2013 Amendments to the Transparency Directive, considering the impact on small and medium-sized issuers and the application of sanctions.

The Commission published an action plan on financing sustainable growth that builds on the recommendations of the High Level Expert Group (HLEG) on sustainable finance. This fitness check on the EU framework for public reporting by companies is one of the actions announced in the Action plan. Several questions in this fitness check, in particular in the section on non-financial reporting, should be considered also in the context of the HLEG recommendations on sustainability.

The replies to this consultation will feed into a Staff Working Document on the fitness of the EU framework for public reporting by companies, to be published in 2019.

## I. Assessing the fitness of the EU public reporting framework overall

Depending on its type, activity or situation, a company has a number of public reporting obligations under EU law. The current EU level public reporting framework considered for this consultation consists of the following:

- Publication of individual and consolidated financial statements in accordance with national GAAP (Generally Accepted Accounting Principles) by any limited liability company established in the EU. By virtue of the Accounting Directive [2013/34/EU](#) Member States must ensure that any company in their jurisdiction with a legal form that limits its liability must prepare financial statements and a management report. These shall be audited / checked by a statutory auditor and published in the relevant business register according to national law that is compliant with this Directive. For companies other than a public-interest entity (bank, insurance company or company with securities listed), EU requirements are proportionate to the company's size.
- Publication of consolidated financial statements in accordance with the International Financial Reporting Standard (IFRS)<sup>3</sup> adopted by the EU and other specific items by any company established in the EU that has securities (e.g. shares, bonds) listed on an EU regulated market by virtue of the IAS Regulation ([EC No 1606/2002](#), the Transparency Directive [2004/109/EC](#) and the Market Abuse Regulation (EU) [No 596/2014](#). The use of IFRS makes company accounts comparable within the single market and globally. Companies established in third countries may use their national standards (e.g. US GAAP) if these are accepted on the basis of EU equivalence decisions. The Transparency Directive (2004/109/EC) makes the issuers' activities more transparent, thanks to regular publication of yearly and half-yearly financial reports, as well as the publication of major changes in the holding of voting rights and ad hoc inside information which could affect the price of securities. Issuers have to file such information with the national Officially Appointed Mechanisms (OAMs).
- Publication of individual and consolidated financial statements in accordance with sectoral layouts and principles by any bank or insurance company in the EU by virtue of the Bank Accounting Directive ([86/635/EEC](#)) and the Insurance Accounting Directive ([91/674/EEC](#)). Unless they prepare IFRS financial statements, any bank or insurance company in the EU must publish financial statements in compliance with national accounting rules that are in line with these sectoral Accounting Directives. Specific sectoral rules provide for, inter alia, layouts (balance sheet and Profit and Loss Account) and accounting treatments for e.g. loans, repurchase agreements or technical provisions.
- Publication of non-financial information by any public-interest entity (bank, insurance company or listed company) with more than 500 employees by virtue of Directive [2014/95/EU](#). The [information](#) should be part of the management report, or published in a separate report. Non-binding guidance was issued in 2017 in order to assist companies – Commission Communication [C/2017/4234](#).

---

<sup>3</sup> Previously known as IAS (international accounting standards).

- Publication of [country-by-country reports on payments to governments](#) by any large company that is active in extraction or logging by virtue of Chapter 10 of Accounting Directive [2013/34/EU](#) and Article 6 of Transparency Directive [2004/109/EC](#). This fosters transparency on payments to governments, including third country governments, made in relation to these activities.

The table below provides an overview of the different objectives of the current EU framework mapped to individual legal instruments in the field of public reporting by companies:

<sup>4</sup> Accounting Directive (AD); IAS regulation / IFRS (IAS); Transparency Directive (TD); Bank accounts Directive (BAD); Insurance Accounts Directives (IAD)

	MAIN OBJECTIVES	OPERATIONAL OBJECTIVES	EU LEGAL INSTRUMENTS <sup>4</sup>				
			AD	IAS	TD	BAD	IAD
►	<b>Stakeholder protection</b>	❖ Shareholder protection ❖ Creditor protection ❖ Depositor protection ❖ Policy holder protection	X X	X	X	X	X
►	<b>Internal market</b>	Facilitate: ❖ Cross border investments ❖ Cross border establishment	X X	X	X	X	X
►	<b>Integrated EU capital markets</b>	Market efficiency: ❖ Access to capital ❖ Capital allocation ❖ Integrated securities market	X	X X X	X		
►	<b>Financial stability</b>	❖ Public confidence in company reporting ❖ Trust in the resilience of specific sectors (banking and insurance)	X	X	X	X	X
►	<b>Sustainability</b>	❖ Enhanced corporate responsibilities / accountability/ good corporate governance ❖ Empower stakeholders ❖ Foster globally sustainable activities ❖ Foster long term investments ❖ Fight corruption	X X X X		X		

## Questions

### **Assessing the fitness of the EU Public Reporting Framework Overall**

- Do you think that the EU public reporting requirements for companies, taken as a whole, have been **effective** in achieving the intended objectives?

	1	2	3	4	5	Don't know
--	---	---	---	---	---	------------

---

<sup>4</sup> Accounting Directive (AD); IAS regulation / IFRS (IAS); Transparency Directive (TD); Bank accounts Directive (BAD); Insurance Accounts Directives (IAD)

Ensuring stakeholder protection	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Developing the internal market	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Promoting integrated EU capital markets	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Ensuring financial stability	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Promoting sustainability	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5=totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

**One of the major issues lies on the transposition of the EU Accounting Directive 2013/34 which has led to “variations” between Member States as the directive enables them to use many exemptions / permissions and therefore has generated itself the development of a different level playing field among Member States.**

Due to the fact that each country adapted the accounting directive to its own market, **there is no homogeneity of annual accounts in Europe, in terms of items but also in terms of disclosing rules:**

- The availability is different from a country to another. For the same category of companies (example SME) you can access a balance sheet in Spain and the UK, and many other countries within the EU but not in France. The consequences are multiple but it can be an obstacle for exporters for example. This leads to competitiveness effects on companies.
- In a balance sheet, all the concepts are not the same in Europe. For example: the value of export in the turnover is not available in all countries.

In addition, in several EU countries, data on individual entrepreneurs and other non-registered companies is lacking as they are not obliged to register at a public registry (i.e. the UK) nor to make financial information available in the public domain. However, the transactions where sole proprietorships and non-registered companies, as well as small and medium size companies, are directly involved, are highly significant in each member state and the lack of information to properly assess them cause losses in the overall economy. For instance, in the UK SMEs, many of whom are unincorporated entities and so not required to file information publicly, account for over 99% of all businesses. This, especially, affects weaker layers of micro (including other sole proprietorships) and medium size companies which, very often, trade with them, with no qualified means for assessment.

The documents from the Commission listed below , such as the mapping of the availability of the information in the in Europe which is available in the 2014 EFSIR report, explain the importance of credit reporting activities and also show the differences between countries :

- Chapter V of EFSIR REPORT 2012 SME S CREDIT ASSESSMENT INDUSTRY CONTRIBUTION TO STABILITY AND GROWTH [http://ec.europa.eu/internal\\_market/economic\\_analysis/docs/efsir/130425\\_efsir-2012\\_en.pdf](http://ec.europa.eu/internal_market/economic_analysis/docs/efsir/130425_efsir-2012_en.pdf)
- Conclusions of the workshop Improving credit information for SMEs in Europe (28/5/2015)
- 2014 EFSIR REPORT Chapter 7. Mapping the SME credit information landscape in the EU. [https://ec.europa.eu/info/system/files/efsir-2014-27042015\\_en.pdf](https://ec.europa.eu/info/system/files/efsir-2014-27042015_en.pdf)

2. Do you think that the EU public reporting requirements for companies, taken as a whole, are **relevant** (necessary and appropriate) for achieving the intended objectives?

	1	2	3	4	5	Don't know
Ensuring stakeholder protection	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Developing the internal market	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Promoting integrated EU capital markets	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ensuring financial stability	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Promoting sustainability	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5=totally agree)

Please explain your response and substantiate it with evidence or concrete examples of any requirement that you think is not relevant.

In order to develop the internal market, or promoting sustainability, transparency is a key factor. Companies who are accurately informed about the situation of their partners, while doing business, have, by far, a much higher success rate than those acting in the dark. An economy is only sustainable if transparency is flowing.

As an important way of granting credit (but in many occasions not being notoriously recognised), trade credit is often overlooked although it represents around 1/3 of the GDP in some EU member States such as France or Spain, and in the UK it is estimated that trade credit is at least 2-3 times the size of Bank Lending. Trade credit relies on information on commercial counterparts as the pre-requisite before granting a payment delay to a client is to ensure the financial stability of this trade counterpart- which relies on proper business information and credit analysis coming from financial information from the company or sole trader considered.

If access to basic information is lacking, then no accurate credit and financial business assessment can be made and it therefore impedes the development of trade credit which enables businesses to manage their cash and avoid bankruptcies or liquidations.

It's important to stress that the update of the information is also crucial for the credit information, the delay of publishing data should be reduced with technological solutions. In the case of balance sheet, for example, information users have to wait more than 6 months to have financial information. The freshness of the information is very important in credit assessments decisions.

Other major issues, occurring in Spain and some EU member states, and relevant to achieve the objectives referred are related to structural data, which cause significant uncertainty and misjudgement when assessing business's solvency, (*at the end of each set of data it is indicated where this information is available and, therefore, how it could easily be disclosed. Most of these cases could, significantly, improve with the right revision of the PSI directive, in process currently, as companies transmit the information to public administrations*):

- a) Shareholders and participations: To enable locating global groups to avoid cases of AML and subsidising wrong beneficiaries.

This will include Real company owners (natural persons) pursued by the new EU legislative initiatives: owners with over 25% of shares which pursue clarity in the ownership.

This Information is available at notaries and public registries.

- a) Activity of businesses (companies and sole entrepreneurs) with economic activity: census of new comers, resignations and modifications in the status.
- b) Number of employees subscribed to the social security,
- c) Census of company's non-compliance with social security obligations and/or any payment regularization by the companies with the social security.

All this information is available at the social security files and it is not disclosed to any third party but the public administration.

- a) Census of NIFs (VAT numbers) of economic agents with current activity, active and non-active,
- b) (subject to the tax Authority).
- c) Census of companies /entrepreneurs that do not comply with tax obligations.
- d) In general, VAT data, social/national Insurance information and other taxation data. In early 2018, the UK Tax Authorities released VAT Registration information under restricted usage right to qualifying CCAs to allow them to improve the accuracy/quality of credit scores and credit recommendations without onward distribution of the underlying registration information – in particular this has been focused on enabling improved access to credit for the smaller businesses both corporate and non-corporate.

- e) All businesses must register with the Tax Authorities and prepare financial accounts for taxation purposes. Rarely is any of this financial data released in the public domain. Doing so would allow a dramatic improvement in the quality of data presented to counterparties for decision making, and help to facilitate trade credit for many enterprises that find obtaining this very difficult today.
- d
- The above information is available at the social tax authorities files and it is not disclosed to any third party but the public administration.
- a) Cooperatives: important type of business which data is nearly impossible to find. Not available source to accede massively, only on a case by case basis and varies depending on the provincial registry.
  - b) Other non-registered companies: lack of updated census to be aware of the existence of the entities. Information available at the public administration.
- a) Judicial information: updated information to ascertain the phase of the legal procedures for each case and its evolution.
  - b) Judgements' database from civil, commercial and labour courts. Information available at Ministry of justice
- a) Census of companies with transactions abroad (import, export and within the EU), detail of the products traded, countries and percentage. Information available at the Ministry of economy and taxes
- a) Official payment performance from the banking industry supervised by central Banks. Nowadays only available for financial entities. Information available at the financial entities' files.

3. Companies would normally maintain and prepare a level of information that is fit for their own purposes, in a "business as usual situation". Legislation and standards tend to frame this information up to a more demanding level.

	1	2	3	4	5	<b>Don't know</b>
With regards to the objectives pursued, do you think that the EU legislation and standards on public reporting are <b>efficient</b> (i.e. costs are proportionate to the benefits generated)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please explain your response and substantiate it with evidence or concrete examples of requirements that you consider most burdensome.

The benefits of getting accurate reporting requirements from companies clearly outweigh the costs, as reporting is required anyway for tax reasons so it should be possible to get financial reporting information, as well as crucial structural data, for credit and business information purposes. Therefore, allowing credit reference service providers to get access to financial information from sole traders and individual entrepreneurs filed for tax records, or court trial files, or would enable credit history and information to be built in an accurate manner, to the benefit of the sole trader or company itself.

The use of technology and standards can also help to limit burdens in the diffusion of the information.

4. If you are a preparer company, could you please indicate the **annual recurring costs** (in € and in relation to the total operational cost) incurred for the preparation, audit (if any) and publication of mandatory public reporting:

Total amount in Euros	Amount as a % of total operating costs
€ ...	... %

### Coherence

As a preparer, user, or person with interest in financial reporting, you may have noticed possible incoherence due to overlaps, repetitions, redundant items, loopholes or inconsistencies in relation with the preparation, publication, access to or use of public reporting by companies.

5. Do you agree that the intrinsic coherence of the EU public reporting framework is fine, having regard to each component of that reporting?

	1	2	3	4	5	Don't know
Financial statements (preparation, audit and publication)	<input type="checkbox"/>					
Management report (preparation, consistency check by a statutory auditor, publication) Please do not consider corporate governance statement or non-financial information	<input type="checkbox"/>					
Non-financial information (preparation, auditor's check and publication)	<input type="checkbox"/>					
Country-by-country reporting by extractive / logging industries (preparation, publication)	<input type="checkbox"/>					

(1=totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5= totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

Coherence is needed between requiring more company information and financial transparency on the one hand for example in anti-money laundering or solvency approaches and on the other hand restricting access to basic data under GDPR or transposition of the accounting directive grounds.

Information on businesses (sole entrepreneurs and companies) are impacted by different regulations and directives, initiated by different DGs (especially DJ Justice, DG Growth, DG FISMA, DG Connect). As Business Information Providers, we can have an outside view of the (non)-interaction, not to say contradictions, between all these legal requirements (as outlined in the attached map). Therefore, we do encourage a deeper and more transversal analysis of their respective impacts, to which we are of course ready to contribute.

6. Depending on circumstances, a company may have public reporting obligations on top of those being examined here. Such legislation may have been developed at the EU<sup>5</sup>, national

<sup>5</sup> For example, under the Shareholders' Rights Directive 2007/36/EC, companies must publicly announce material transactions with related parties, establish remuneration policy and draw up a remuneration report for the attention of the shareholders, etc. Under the Directive on Capital Requirements for banks (2013/36/EU, Art. 96) banks must maintain a website explaining how they comply with corporate governance requirements, country by country reporting and remuneration requirements. The Solvency II Directive (2009/138/EC) requires Insurance and reinsurance undertakings to publish their Solvency and Financial Condition Report. A prospectus, regulated by the Prospectus Directive (2003/71/EC) and Regulation ((EU) 2017/1129) is a legal

or regional level. Should you have views on the interplay of these additional reporting obligations with the policies examined in this consultation, please comment below and substantiate it with evidence or concrete examples.

### EU Added value

7. Do you think that, for each respective objective, the EU is the right level to design policies in order to obtain **valuable results**, compared to unilateral and non-coordinated action by each Member State?

	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>Don't know</b>
Ensuring stakeholder protection	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Developing the internal market	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Promoting integrated EU capital markets	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Ensuring financial stability	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Promoting sustainability	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5= totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

The European level is the right one because it will then lead to better coordination and harmonisation of available data, leading to a better level playing field and increased cross- border data exchange to help foster the EU single market.

Coherence should be the key precedent for added value, given to all types of legal forms to report uniformly. Structural information should be at hand, throughout the EU, and it is not the case nowadays.

As such, we have proclaimed some cases where data is not available:

- a) *Shareholders and participations:*
- b) *Activity of businesses*
- c) *Number of employees*
- d) *Census of company's non-complaint with social security obligations Census of NIFs (VAT numbers) of economic agents with current activity, active and non-active,*
- e) *Census of companies /entrepreneurs that do not comply with tax obligations.*
- f) *Cooperatives and other non-registered companies: lack of updated census to be aware of the existence of the entities.*
- g) *Judicial information: updated information to ascertain the phase of the legal procedures for each case and its evolution.*
- h) *Judgements' database form civil, mercantile and labour courts.*
- i) *Census of companies with transactions abroad (import, export and within the EU), detail of the products traded, countries and percentage.*
- j) *Official payment performance from the banking industry supervised by central Banks. And restricted only for financial entities.*

---

document that describes a company's main line of business, its finances and shareholding structure. As regards Market Abuse Directive and Regulation, see specific questions further down.

## **II. The financial reporting framework applicable to all EU companies**

The financial reporting framework for any EU company is broadly shaped by the Accounting Directive. Member States' accounting laws, regulations and standards for the preparation of annual accounts (national GAAP) must incorporate the provisions of the Accounting Directive. The Accounting Directive includes financial statements (balance sheet, profit or loss statement, and notes to the accounts) as well as a management report, depending on the size of the company. Several Member States allow or require the use of IFRS instead of national GAAP for the preparation of annual financial statements. But even when a company prepares financial statements using IFRS, many requirements from the Accounting Directive still apply such as the management report, statutory audit or publication<sup>6</sup>.

### **Companies operating cross-border**

Companies often structure their cross-border business activities within the EU by establishing local entities in a host Member State controlled by a parent established in the home Member State. Together they form a group of controlled entities. Even though a group usually acts and is seen as a single economic entity, EU law does not recognise the legal personality of a group. Nevertheless, EU law addresses certain specific group situations, for instance, by requiring the preparation of consolidated financial statements as if the group were a single entity<sup>7</sup>, structuring bankruptcy<sup>8</sup> or implementing sectoral regulatory supervision<sup>9</sup>.

When doing cross border business, a group usually faces a variety of business, tax and legal environments. These differences tend to hinder the application of consistent policies and procedures within a group and weaken the comparability of financial statements for users.

Some of these differences arise from options or lacunas in the Accounting Directive or the way in which Member States have complemented the minimum European accounting requirements. For example, the Accounting Directive does not address some economically important transactions such as lease contracts, foreign currency transactions, government grants, cash flows statements, income recognition or deferred taxes. These lacunas are addressed by each Member States in their own way.

More recently the Commission has proposed to harmonise the basis for the taxation of corporate profits for certain groups by ways of a proposal for a Directive on a Common Corporate Tax Base (CCTB) ([COM\(2016\)685 final](#)). It also seeks to organise the free flow of non-personal data by ways of a proposal for a Regulation on a framework for the free flow of non-personal data in the European Union ([COM\(2017\)495](#)), which would legally enable centralised storage and processing of the group's non-personal data by removing unjustified data localisation restrictions within the EU.

---

<sup>6</sup> For further details, see the guidance on Interaction between IFRS reporting and other EU accounting rules available here: [https://ec.europa.eu/info/law/international-accounting-standards-regulation-ec-no-1606-2002/implementation/guidance-implementation-and-interpretation-law\\_en](https://ec.europa.eu/info/law/international-accounting-standards-regulation-ec-no-1606-2002/implementation/guidance-implementation-and-interpretation-law_en)

<sup>7</sup> Accounting Directive 2013/34/EU, IAS Regulation (EC) No 1606/2002

<sup>8</sup> Regulation (EU) 2015/848 on insolvency proceedings

<sup>9</sup> Capital Requirement Directive and Regulation (banks), Solvency Directive (Insurance).

## Questions

8. In your view, to what extent do the addition of, and differences in, national reporting rules hinder the ability of companies to do cross border business within the EU single market?
- X Differences seriously hinder the ability to do business within the EU  
 Differences hinder to some extent  
 Differences do not hinder the ability to do business within the EU / are not significant  
 Don't know

Please explain your response and substantiate it with evidence or concrete examples.

With the transposition of the accounting directive, there are many differences in terms of data availability and access to data. For example, France chose to implement the confidentiality option France which has allowed the “**confidentiality option**” for micro and small undertakings which resulted in **47% of companies** now filing their accounts to the Business Register but requiring also the non-disclosing in 2017.

In the case of Spain, the UK and other EU members, the lack or certainty in identifying some sole proprietorships, due to data protection issues, or the fact that, in many occasions, it cannot be acknowledged whether business partners are active anymore due to the lack of reaction from the administration, which has the information but does not disclose it, is impacting negatively the entire economy.

The Accounting Directive should define the criteria for the preparation of the financial statements but, according to the respective category of undertaking, leave the duty of its presentation on what the different domestic laws encompass. (i.e. All the capital companies in Italy need to present the financial statements to the Register of Undertakings. In the other countries, this duty involves only those companies that go beyond a specific turnover's threshold). In Italy, according to limits and different thresholds, you define what kind of financial statements the undertaking has to prepare.

There are 3 different forms of financial statements which can be drawn up, alongside different notes and documents, with respect to the size of the undertaking itself. The single undertaking can prepare:

- ordinary budget;
- the condensed set of financial statements and,
- a simplified form of financial statements, introduced through the implementation of the Accounting Directive, along with the concept of micro-undertakings.

In this regard, in every single country, there are not the same schemes and/or the classifications diverge according to, for instance, balance sheet total, net turnover etc.

This lack of uniformity leads to different items in every financial statements, which do not have even the same meaning in every Member State (i.e. In some Member States there are undertakings which present financial statements with the sole item “Profit & Loss”, while, in Italy, there are many other items as: balance sheet, notes to the financial statements, financial reporting and management report).

9. To what extent do you think that the following differences, because they affect public reporting by companies, are significant impediments to cross-border establishment in the EU?

	1	2	3	4	5	Don't know
<b>Areas covered by EU requirements</b>						

Differences and lacunas in accounting standards or principles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Differences in corporate governance standards	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Differences and overlaps arising from the presentation of the financial statements (balance sheet, etc.)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Differences arising from publication rules / filing with business registers (publication deadlines, publication channels, specifications)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Differences arising from audit requirements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Differences arising from dividends distribution rules or capital maintenance rules	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Areas not covered by EU requirements</b>						
Differences arising from specific bookkeeping requirements such as charts of accounts, audit trail requirements, data storage and accessibility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Differences arising from language requirements (Bookkeeping documentation, publication of financial statements)	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Differences arising from the determination of taxable profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Differences arising from digital filing requirements (for instance taxonomies used)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Differences arising from software specifications	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Other (please specify).....</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5= totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

The differences in transposition of the accounting directive which result in some countries using confidentiality option at a large range while others simply don't differentiate makes it very difficult to be able to build consolidated cross-border information databases on businesses, let alone on sole traders and independent workers.

10. How do you evaluate the impact of any hindrances to cross border business on costs relating to public reporting by companies?

- The impact of hindrances on costs are negligible or not significant
- The impact of hindrances on costs are somehow significant
- The impact of hindrances on costs are very significant
- Don't know

Please explain your response and substantiate it with evidence or concrete examples.

11. On top of differences in national accounting rules, national tax laws will usually require the submission of a tax return in compliance with self-standing national tax rules, adding another layer of reporting standard.

	1	2	3	4	5	Don't know
Once a Common Corporate Tax Base is adopted at the EU level, would you consider that the profit before tax reported in the Profit or Loss statement and the determination of the taxable profit should be further aligned across EU Member States?	<input type="checkbox"/>					

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

12. As regards the preparation of consolidated and individual financial statements how do you assess the ability of the following approaches to reduce barriers to doing business cross-borders?

	1	2	3	4	5	Don't know
The EU should reduce the variability of standards from one Member State to another through more converged national GAAPs, possibly by removing options currently available in the EU accounting legislation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The EU should reduce the variability of standards from one Member State to another by converging national GAAPs on the basis of a European Conceptual Framework	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The EU should reduce the variability of standards from one Member State to another by converging national GAAPs and in addition by addressing current lacunas in	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--	--------------------------	--------------------------	--------------------------	-------------------------------------	--------------------------	--------------------------

the Accounting Directive (leases, deferred taxes, etc.)						
The EU should reduce the variability of standards from one Member State to another by establishing a "pan-EU GAAP" available to any company that belongs to a group. Such "pan-EU GAAP" may be the IFRS, IFRS for SMEs, or another standard commonly agreed at the EU level.	<input type="checkbox"/>					
Do nothing (status quo)	<input type="checkbox"/>					
Other (please specify)	<input type="checkbox"/>					

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

13. As regards the publication of individual financial statements, the Accounting Directive (Article 37) allows any Member State to exempt the subsidiaries of a group from the **publication of their individual financial statements** if certain conditions are met (inter alia, the parent must declare that it guarantees the commitments of the subsidiary). Would you see a need for the extension of such exemption from a Member State option to an EU wide company option?

- Yes
- No
- Don't know

Please explain your response and substantiate it with evidence or concrete examples.

[Out of transparency requirements coming from the 5<sup>th</sup> Anti-Money Laundering directive and the increased information needed on beneficial ownerships it seems important to keep the reporting possibilities for subsidiaries at European level.](#)

### SMEs

Since 2016, EU law requires small companies to prepare and publish **only** a balance sheet, a profit or loss statement and a few notes, thanks to the harmonisation agreed at the EU level. Each Member State may fine-tune this regime as regards the level of detail in the balance sheet or profit and loss, and as regards the need for an audit or for a management report. In addition Member State can simplify even further the regime of micro companies and bring it down to only a super simplified balance sheet, a super simplified profit or loss statement and lightweight publication regime. The Member States have used these possibilities to varying extents. The Commission has commissioned a consortium led by the Centre for European Policy Studies (CEPS) to conduct a study on the accounting regime of micro companies with limited liability (FISMA/2017/046/B)). These simplifications are not available to banks, insurance companies or listed companies which are considered as public-interest entities.

### Questions

14. Do you agree that the EU approach is striking the right balance between preparers' costs and users' needs, considering the following types of companies?

	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>Don't know</b>
Medium-sized	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Small	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Micro		<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

Putting in place a full confidentiality option results in less data being available for financial information (as shown by the French example below), which in return means less trade credit available for the SME company itself. It should be clearly understood that giving out basic financial information to then be able to be granted trade credit is at the benefit f the SME/sole trader itself and that the data is used for business information purposes only.

France has used some of the exemption / permission possibilities granted by the 2013/34 directive.

- From 2014/10, micro-undertakings (ie undertakings which on their balance sheet dates do not exceed the limits of at least two of the three following criteria: (a) balance sheet total: EUR 350 000; (b) net turnover: EUR 700 000; (c) average number of employees during the financial year: 10.) are still required to file their annual accounts to the Business Register but can ask them not to be published, ie not to be publically available for third parties.
- From 2016/08, small undertakings (ie undertakings which on their balance sheet dates do not exceed the limits of at least two of the three following criteria: (a) balance sheet total: EUR 4 000 000; (b) net turnover: EUR 8 000 000; (c) average number of employees during the financial year: 50) are still required to file their annual accounts to the Business Register but can ask their P&L not to be published, ie not to be publically available for third parties.

Next is a table showing what the situation of annual accounts filing situation was at the end of December 2017  
(Source: Annual Accounts filing announcements in the French Official Gazette)

**Number of micro and small undertakings having filed their annual accounts to the French Business Register and required them not (fully /partially) to be disclosed vs number of micro and small undertakings having filed and published their annual accounts**

<b>2014 - Last quarter</b>	31 012	181 686	212 698	14,58%
<b>2015</b>	318 370	854 455	1 172 825	27,15%
<b>2016</b>	453 827	750 337	1 204 164	37,69%
<b>2017</b>	615 682	681 906	1 297 588	47,45%

Since annual accounts still have to be filed, it does not change anything for micro and small undertakings in terms of administrative burden. But it changes a lot for their business counterparts!

Because they cannot access anymore the annual accounts of their suppliers / customers, especially in the framework of trade credit, in order to assess the creditworthiness and decide whether to grant or not a payment delay.

15. EU laws usually define size categories of companies (micro, small, medium-sized or large) according to financial thresholds. Yet definitions may vary across EU pieces of legislation. For instance, the metrics of size-criteria for a micro-company in the Accounting Directive (for the financial statements) differ from those in the Commission Recommendation 2003/361/EC ([Commission Recommendation of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises](#) (for the support by certain EU business-support programmes). For instance, the turnover may not exceed €700,000 for micro-companies in the Directive whereas it may not exceed €2,000,000 in the Recommendation.)

	1	2	3	4	5	Don 't kno w
In general, should the EU strive to use a single definition and unified metrics to identify SMEs across all the EU policy areas?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
In particular, should the EU strive to align the SME definition metrics in the Accounting Directive with those in Recommendation 2003/361/EC?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

[Consistency is need and moreover access to the data should be granted for business information and credit reporting purposes, whilst removing confidentiality option to at least enable basic information to be available.](#)

[The definitions for SMEs are useful for all kinds of stakeholders. The information needed to define them have to be available: financial statements and shareholders.](#)

### **Relevance of the content of financial reporting**

A company's financial statement, together with the management report and related documents (corporate governance report, non-financial information) aim to provide a reliable picture of a company's performance and financial position at the reporting date. However, certain users argue that financial statements give only an image of the (recent) past and lack forward-looking information (see for instance [Conference Shaping the future of corporate reporting, panel 5 – Matching expectations with propositions, investors' views](#)). The financial statements may also fail to provide a complete picture of the long term value creation, business model, cash flows (non-IFRS financial statements) and internally generated intangible assets (See for instance [expert group's report on Intellectual Property Valuation, 2013](#)). There is also only scarce information required at

the EU level on dividend distribution policies and risks (see for instance the [UK FRC Lab](#)). The search for other sources of information to remedy this situation may increase costs for users and undermine the level playing field.

### Questions

16. How do you think that the current EU framework as regards the content of financial reporting is relevant (necessary and appropriate), having regards to the following information:

	1	2	3	4	5	Don't know
A company's or group's <u>strategy, business model, value creation</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
A company's or group's <u>intangible assets</u> , including goodwill, irrespective of whether these appear on the balance sheet or not	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
A company's or group's <u>policies and risks on dividends</u> , including amounts available for distribution	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
A company's or group's <u>cash flows</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please explain, including if in your view additional financial information should be provided:

Getting better information on a company or group's cash flow is essential in terms of trade credit. Non-financial information is also important to have a real picture of the company but the availability and the treatment of this kind of information is often difficult. Standards should be established to ensure the diffusion of this information.

Once again the use of the confidentiality option for small or micro companies in some EU Member states creates an imbalance between reporting requirements, that could jeopardize not only investors but also trade and business counterparts that may be coming from other Member States.

If one Member State decides to legislate by using these exemption or permission possibilities *granted by the directive*, there is de facto a "contagion effect" to other Member States. Why should companies from the Member State A be allowed not to publish their annual accounts when the ones from the Member State B would be required to? Practically speaking, companies from Member States A and B won't compete according to the same rules: company A from the Member State A will be able to access the annual accounts from its competitor company B from the Member State B and not the other way round, which seems contradictory with the objectives of the Single Market.

--

17. Is there any other information that you would find useful but which is not currently published by companies?

- X Yes
- No
- Don't know

If you answered yes, please explain what additional information you would find useful:  
Payments balance, trade credit and cash flow and loans and assets would be some very useful items on which getting more information would enable a better credit reporting and business information reporting.  
As outlined by the ICCR (International Committee for Credit Reporting – World Bank), Business Information providers to get access not only to negative information but also to positive information – such as payments balance or utilities subscription – would enable better information and credit reporting and thus better trade credit and cash flow management.  
In fact , getting at minimum access to the set of variables in the EU included in the 2014 ESFIR report and to items listed in page 204 of the report could help and be a first good step.

Financial statements often contain alternative performance measures<sup>10</sup> such as the EBITDA.

	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>Don't know</b>
18. Do you think that the EU framework should define and require the disclosure of the most commonly used	<input type="checkbox"/>					

---

<sup>10</sup> An APM is a financial measure of historical or future financial performance, financial position, or cash flows, other than a financial measure defined or specified in the applicable financial reporting framework.

alternative performance measures?	<input type="checkbox"/>				
(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)					

Please explain your response and substantiate it with evidence or concrete examples.

--

### **III. The EU financial reporting framework for listed companies**

#### **The IAS Regulation and International Financial Reporting Standards (IFRS)**

The IAS Regulation adopted in 2005 made the use of IFRS mandatory for the consolidated accounts of listed companies. The Commission Evaluation of the IAS Regulation in 2015<sup>11</sup> found that the use of IFRS had led to greater transparency and comparability of financial reporting within the single market, but that complexity had increased. It also concluded that the use of IFRS in the EU has significantly increased the credibility of IFRS and its use worldwide.

However, the current level of commitment to IFRS by third country jurisdictions differs significantly. Very few of the major capital markets and large jurisdictions have made the use of IFRS as issued by the IASB mandatory<sup>12</sup>. As a result, the level of global convergence achieved is sub-optimal compared to the initial objective on global use.

Before becoming EU law IFRSs have to be endorsed to ensure that they meet certain technical criteria, are not contrary to the true and fair view principle, and are conducive to the European public good<sup>13</sup>. The current endorsement process prevents the Union from modifying the content of the standards issued by the IASB. Some stakeholders, as mentioned in the final report of the High-Level Expert Group (HLEG)<sup>14</sup>, are concerned that this lack of flexibility would prevent the EU from reacting if these standards were to pose an obstacle to broader EU policy goals such as long-term investments and sustainability.

The IASB is addressing the complexity of the standards and the volume of disclosure requirements as part of its "Better Communication" project<sup>15</sup>. In addition, the Commission will continue to monitor progress on IASB commitment to improve disclosure, usability and accessibility of IFRS (see the Communication on the Mid-Term Review of the Capital markets Union Action Plan<sup>16</sup>). This initiative is one of the actions set in motion by the Commission in order to make it easier for companies to enter and raise capital on public markets, notably on SME Growth Markets<sup>17</sup>.

---

<sup>11</sup> <http://eur-lex.europa.eu/legal-content/EN/TXT/?uri=celex:52015DC0301>

<sup>12</sup> As per the Pocket guide to IFRS standards 2017 published by the IFRS Foundation: Very few of the major capital markets and large jurisdictions require the use of IFRS as issued by the IASB. Some allow the use of IFRS by any listed company, or restrict the option to third country issuers. Many others have transposed IFRS into national GAAP which then become "substantially converged" with IFRS issued by the IASB. Several jurisdictions require IFRS as issued by the IASB albeit often relabelled as national GAAP.

<sup>13</sup> The IAS Regulation does not define the criterion "European public good". As a result the Commission has so far followed a pragmatic approach that allows identification of key matters of concern on a case by case basis: [https://ec.europa.eu/info/system/files/2016-06-27-european-public-good\\_en.pdf](https://ec.europa.eu/info/system/files/2016-06-27-european-public-good_en.pdf)

<sup>14</sup> [https://ec.europa.eu/info/publications/180131-sustainable-finance-report\\_en](https://ec.europa.eu/info/publications/180131-sustainable-finance-report_en)

<sup>15</sup> <http://www.ifrs.org/projects/better-communication/>

<sup>16</sup> <https://ec.europa.eu/transparency/regdoc/rep/1/2017/EN/COM-2017-292-F1-EN-MAIN-PART-1.PDF>

<sup>17</sup> [https://ec.europa.eu/info/sites/info/files/2017-barriers-listing-smes-consultation-document\\_en.pdf](https://ec.europa.eu/info/sites/info/files/2017-barriers-listing-smes-consultation-document_en.pdf)

## **Questions**

19. Given the different levels of commitment to require IFRS as issued by the IASB around the globe, is it still appropriate that the IAS Regulation prevents the Commission from modifying the content of IFRS?

- Yes
- No, due to the risk of uneven level playing field for EU companies vis-à-vis companies established in third countries that do not require the use of IFRS as issued by the IASB.
- No, due to the risk that specific EU needs may not properly be addressed during the IASB standard setting process.
- No, due to other reasons.
- Don't know

If you answered "No, due to other reasons ", please specify:

20. Since the adoption of IFRS by the EU in 2005, topics such as sustainability and long-term investment have come to the forefront of the regulatory agenda. Is the EU endorsement process appropriate to ensure that IFRS do not pose an obstacle to broader EU policy objectives such as sustainability and long-term investments?

- Yes
- No
- Don't know

If you answered "No", please explain your position:

21. How could the EU ensure that IFRS do not pose an obstacle to sustainability and long-term investments:

- By retaining the power to modify the IFRS standards in well-defined circumstances;

- By making explicit in the EU regulatory framework that in order to endorse IFRS that are conducive to the European public good, sustainability and long term investment must be considered;
- Other, please specify
- Don't know

22. The True and Fair view principle should be understood in the light of the general accounting principles set out in the Accounting Directive<sup>18</sup>. By requiring that, in order to be endorsed, any IFRS should not to be contrary to the true and fair view principle, a link has been established between IFRS and the Accounting Directive. However, the principle of true and fair view is not laid down in great detail in the Accounting Directive, nor is it underpinned by e.g. a European Conceptual Framework that would translate these principles into more concrete accounting concepts such as recognition and measurement, measurement of performance, prudence, etc. Do you think that an EU conceptual framework should underpin the IFRS endorsement process?

- Yes
- No
- Don't know

If you answered "No", please explain your position:

23. The EU has not endorsed the IASB Conceptual Framework for Financial Reporting. The conceptual framework is a set of concepts used to develop IFRSs but can also be helpful in interpreting how IFRS standards have to be understood and applied in specific circumstances. This could enhance a common application of IFRSs within the EU.

Should the EU endorse the IASB Conceptual Framework for Financial Reporting?	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>Don't know</b>
	<input type="checkbox"/>					

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

24. Contrary to the Accounting Directives the EU endorsed IFRSs do not require companies to present financial information using a prescribed (minimum) lay-out for the balance sheet

---

<sup>18</sup> According to the Accounting Regulatory Committee (ARC), its application nonetheless should be guided by the general accounting principles set out in the Accounting Directive ([https://ec.europa.eu/info/system/files/2016-06-27-true-and-fair-view\\_en.pdf](https://ec.europa.eu/info/system/files/2016-06-27-true-and-fair-view_en.pdf))

and income statement. Mandatory use of minimum layouts could enhance comparability of human readable financial statements<sup>19</sup>.

Do you agree with the following statement?

Prescribed (minimum) layouts enhance comparability of financial statements for users and should therefore be introduced for companies using IFRS.	<b>1</b> <input type="checkbox"/>	<b>2</b> <input type="checkbox"/>	<b>3</b> <input type="checkbox"/>	<b>4</b> <input type="checkbox"/>	<b>5</b> <input type="checkbox"/>	<b>Don't know</b> <input type="checkbox"/>
---	--------------------------------------	--------------------------------------	--------------------------------------	--------------------------------------	--------------------------------------	---

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

### **Transparency Directive**

The Transparency Directive requires issuers of securities traded on regulated markets within the EU to ensure appropriate transparency through a regular flow of information to the markets. The Transparency Directive was last amended in 2013 in order:

- To reduce the administrative burden on smaller issuers and promote long-term investment by abolishing the requirement to publish quarterly financial reports and,
- To strengthen investor protection by improving the efficiency of the disclosure regime of major holdings of voting rights, particularly regarding voting rights held through derivatives.

### **Questions:**

25. Do you agree that the Transparency Directive requirements are **effective** in meeting the following objectives, notably in light of increased integration of EU securities markets?

<b>Objectives</b>	<b>1</b> <input type="checkbox"/>	<b>2</b> <input type="checkbox"/>	<b>3</b> <input type="checkbox"/>	<b>4</b> <input type="checkbox"/>	<b>5</b> <input type="checkbox"/>	<b>Don't know</b> <input type="checkbox"/>
Protect investors	<input type="checkbox"/>					
Contribute to integrated EU capital markets	<input type="checkbox"/>					
Facilitate cross border investments	<input type="checkbox"/>					

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

---

<sup>19</sup> Electronic structured data reporting based on the IFRS taxonomy have an implicit layout as relationships between elements for which amounts shall be presented are defined.

26. Do you agree that abolishing the quarterly reporting requirement in 2013 by issuers contributed to the following?

	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>Don't know</b>
Reducing administrative burden, notably for SMEs	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Promoting long-term investment (i.e. discouraging the culture of short-termism on financial markets).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Promoting long-term and sustainable value creation and corporate strategies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Maintaining an adequate level of transparency in the market and investors' protection	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

27. Do you consider that the notifications of major holdings of voting rights in their current form is **effective** in achieving the following?

	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>Don't know</b>
Strengthening investor protection	<input type="checkbox"/>					
Preventing possible market abuse situations	<input type="checkbox"/>					

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

28. Do you agree that the disclosure and notification regime of major holdings of voting rights in the Transparency Directive is overall **coherent** with the following EU legislation?

	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>Don't know</b>
Coherent with EU company law	<input type="checkbox"/>					

Coherent with the shareholders' rights directive	<input type="checkbox"/>					
Coherent with the obligation to disclose managers' transactions under Article 19 of the Market Abuse Regulation <sup>20</sup>	<input type="checkbox"/>					
Coherent with other EU legislation – please specify	<input type="checkbox"/>					

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5= totally agree)

Please explain your response and substantiate it with evidence or examples.

29. As regards the following areas, did you identify a lack of coherence of legislation from one Member State to another that could jeopardize to some extent the objectives of investor protection, integrated capital markets and cross-border investment?

- X Yearly and half-yearly financial information
- On-going information on major holdings of voting rights
- Ad hoc information disclosed pursuant to the Market Abuse Directive
- Administrative sanctions and measures in case of breaches of the Transparency Directive requirements

Please explain your response and substantiate it with evidence or concrete examples.

30. Should anything be done to improve public reporting by listed companies (documents, information, frequency, access, harmonisation, simplification)?

---

<sup>20</sup> Article 19(3) of MAR sets out the following disclosure obligations: The issuer (...) shall ensure that the information [on transactions carried out by managers or persons closely associated to the managers] is made public promptly and no later than three business days after the transaction in a manner which enables fast access to this information on a non-discriminatory basis

## IV. The EU financial reporting framework for banks and insurance companies

### Bank Accounts Directive (BAD)

All banks (credit institutions) and groups of banks established in the EU - irrespective of their legal form - have to prepare and publish annual financial statements in order to achieve comparability of financial statements. Member State accounting laws, regulations and standards for the preparation of banks' financial statements must incorporate EU law on bank accounting: the Bank Accounts Directive (BAD) adopted in 1986.

Following the endorsement of IFRS by the EU in 2002 all large banks, accounting for more than 65% of total European banking assets, are obliged to use EU endorsed IFRS for their consolidated financial statements. In addition to the mandatory use of IFRS for the consolidated accounts by listed banks, 15 Member States currently *require* IFRS for the consolidated accounts of non-listed banks and 12 Member States *require* IFRS for the individual accounts of non-listed banks instead of national GAAP<sup>21</sup>.

The use of IFRS has reduced the relevance of the Bank Accounts Directive for achieving harmonised financial statements. The BAD has also lost relevance over time as it has not been updated to include more recent accounting treatments, for example on expected credit losses, (operational) leases or revenues from digital business models.

Harmonising banks' financial statements is not only important for the comparability of banks' financial statements. Bank prudential requirements and capital ratios are based on accounting values. Differences between national GAAPs or between national GAAPs and IFRS lead to different prudential outcomes, which hamper the comparability of capital ratios.

### Questions

31. Do you agree with the following statements:

The BAD is still sufficiently <b>effective</b> to meet the objective of comparability	<b>1</b> <input type="checkbox"/>	<b>2</b> <input type="checkbox"/>	<b>3</b> <input type="checkbox"/>	<b>4</b> <input type="checkbox"/>	<b>5</b> <input type="checkbox"/>	<b>Don't know</b> <input type="checkbox"/>
The BAD is still sufficiently <b>relevant</b> (necessary and appropriate) to meet the objective of comparability	<b>1</b> <input type="checkbox"/>	<b>2</b> <input type="checkbox"/>	<b>3</b> <input type="checkbox"/>	<b>4</b> <input type="checkbox"/>	<b>5</b> <input type="checkbox"/>	<b>Don't know</b> <input type="checkbox"/>
The costs associated with the BAD are still <b>proportionate</b> to the benefits it has generated	<b>1</b> <input type="checkbox"/>	<b>2</b> <input type="checkbox"/>	<b>3</b> <input type="checkbox"/>	<b>4</b> <input type="checkbox"/>	<b>5</b> <input type="checkbox"/>	<b>Don't know</b> <input type="checkbox"/>
The current EU legislative public reporting framework for banks is sufficiently <b>coherent</b>	<b>1</b> <input type="checkbox"/>	<b>2</b> <input type="checkbox"/>	<b>3</b> <input type="checkbox"/>	<b>4</b> <input type="checkbox"/>	<b>5</b> <input type="checkbox"/>	<b>Don't know</b> <input type="checkbox"/>

<sup>21</sup> See for more details the table on page 64 of the Staff Working Document on the evaluation on the IAS Regulation <http://eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:52015SC0120&from=EN>

--	--	--	--	--	--	--	--

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5= totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

--

32. Do you agree with the following statement:

The BAD could be suppressed and replaced by a <i>requirement</i> for all EU banks to use IFRS	<b>1</b> <input type="checkbox"/>	<b>2</b> <input type="checkbox"/>	<b>3</b> <input type="checkbox"/>	<b>4</b> <input type="checkbox"/>	<b>5</b> <input type="checkbox"/>	<b>Don't know</b> <input type="checkbox"/>
---	--------------------------------------	--------------------------------------	--------------------------------------	--------------------------------------	--------------------------------------	---

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please explain your response and substantiate it with evidence or examples.

--

33. Do you think that the objective of comparability of financial statements of banks using national GAAP could be improved by including accounting treatments in the BAD for:

- Expected Credit risk provisioning                       Yes     No
- Leases     Yes     No
- Intangible assets                                         Yes     No
- Derivatives     Yes     No
- Other, please specify:

Please explain your response and substantiate it with evidence or examples.

--

34. Do you agree with the following statement:

The current <b>number of options</b> in the BAD may hamper the comparability of financial statements and prudential ratios	<b>1</b> <input type="checkbox"/>	<b>2</b> <input type="checkbox"/>	<b>3</b> <input type="checkbox"/>	<b>4</b> <input type="checkbox"/>	<b>5</b> <input type="checkbox"/>	<b>Don't know</b> <input type="checkbox"/>
--	--------------------------------------	--------------------------------------	--------------------------------------	--------------------------------------	--------------------------------------	---

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5= totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

--

35. Do you agree with the following statements:

Mandatory use of national GAAPs for the preparation of individual financial statements of bank subsidiaries reduces the	<b>1</b> <input type="checkbox"/>	<b>2</b> <input type="checkbox"/>	<b>3</b> <input type="checkbox"/>	<b>4</b> <input type="checkbox"/>	<b>5</b> <input type="checkbox"/>	<b>Don't know</b> <input type="checkbox"/>
---	--------------------------------------	--------------------------------------	--------------------------------------	--------------------------------------	--------------------------------------	---

efficiency of preparing consolidated financial statements						
Allowing the use of IFRS for the preparation of individual financial statements by (cross border) banking subsidiaries, subject to consolidated supervision, would increase efficiency	<b>1</b> <input type="checkbox"/>	<b>2</b> <input type="checkbox"/>	<b>3</b> <input type="checkbox"/>	<b>4</b> <input type="checkbox"/>	<b>5</b> <input type="checkbox"/>	<b>Don't know</b> <input type="checkbox"/>

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5= totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

36. Do you agree with the following statement:

Cross border bank subsidiaries of an EU parent should be allowed <i>not to publish</i> individual financial statements subject to (1) being included in the consolidated financial statements of the group, (2) consolidated supervision and (3) the parent guaranteeing all liabilities and commitments of the cross border subsidiary?	<b>1</b> <input type="checkbox"/>	<b>2</b> <input type="checkbox"/>	<b>3</b> <input type="checkbox"/>	<b>4</b> <input type="checkbox"/>	<b>5</b> <input type="checkbox"/>	<b>Don't know</b> <input type="checkbox"/>
--	--------------------------------------	--------------------------------------	--------------------------------------	--------------------------------------	--------------------------------------	---

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5= totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

### **Insurance Accounting Directive (IAD)**

The Directive on the annual and consolidated accounts of insurance undertakings was adopted in 1991 in order to set a common European Framework consistent with the Accounting Directive. Where applicable, its scope includes the statutory accounts, which implies a strong interplay with National Legal Frameworks pertaining to insurance contract obligations, dividend distribution, taxation and prudential requirements applicable to small entities outside the scope of the Solvency II Directive.

Unlike in the banking sector where prudential requirements and ratios are based on accounting values, the Solvency II Directive applicable from 2016 includes dedicated measurement principles and public disclosure requirements independent from accounting standards.

IFRS17 "insurance contracts" was issued by the IASB in May 2017 and should apply from 2021 onwards to the consolidated financial statements of listed companies (and to other

companies depending on Member States options). In the context of the European endorsement process of IFRS 17, consultations have highlighted concerns that some provisions of IFRS17 might contradict the Insurance Accounting Directive and that the interaction between IFRS 17 and Solvency II public disclosure requirements may duplicate information.

Overall depending on Member States' use of options, the European accounting and prudential framework requires listed insurance groups to prepare multiple sets of financial statements<sup>22</sup>. This possibility of overlaps between the various pieces of legislation potentially affects their relevance, efficiency and consistency.

### **Questions**

37. Do you agree with the following statements:

	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>Don 't kno w</b>
The Insurance Accounting Directive meets the objective of comparable financial statements within the European insurance industry (the Insurance Accounting Directive is <b>effective</b> )	<input type="checkbox"/>					
The Insurance Accounting Directive is still sufficiently <b>relevant</b> (necessary and appropriate) to meet the objective of comparable financial statements	<input type="checkbox"/>					
The costs associated with the Insurance Accounting Directive are still proportionate to the benefits it has generated (the Insurance Accounting Directive is <b>efficient</b> )	<input type="checkbox"/>					

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

--

38. Do you agree with the following statements?

	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>Don 't kno w</b>
There are contradicting requirements between the IAD and IFRS17 which prevent Member States from electing IFRS17 for statutory and consolidated accounts	<input type="checkbox"/>					

<sup>22</sup> Statutory accounts as per National GAAPs, Solvency and Financial Condition Report under the Solvency II Directive and IFRS financial statements for consolidation purpose

The Insurance Accounting Directive should be harmonized with the Solvency II Framework	<input type="checkbox"/>					
The Insurance Accounting Directive should be harmonized with the IFRS 17 Standard	<input type="checkbox"/>					
Preparers should be allowed to elect for a European-wide option to apply Solvency II valuation principles in their financial statements	<input type="checkbox"/>					

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please explain your response and substantiate it with evidence or examples.



39. Do you think that the current prudential public disclosure requirements and general public disclosure requirements applicable to insurance and reinsurance undertakings are **consistent** with each other?

	1	2	3	4	5	Don't know
For European insurance and reinsurance companies under the scope of the mandatory application of IFRS according to the IAS regulation	<input type="checkbox"/>					
For European insurance and reinsurance companies required to apply IFRS according to Member States options	<input type="checkbox"/>					
For European insurance and reinsurance companies not required to apply the IFRS Standards	<input type="checkbox"/>					

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please explain your response and substantiate it with evidence or examples.

## V. Non-financial reporting framework

### Non-Financial Reporting Directive

Directive 2014/95/EU on disclosure of non-financial Information and diversity information (the NFI Directive) requires around 6.000 large companies with more than 500 employees listed on EU regulated markets or operating in the banking or insurance sectors to disclose relevant environmental and social information in their management report. The directive also requires the large listed companies to make a statement about their diversity policy in relation to the composition of their boards. The first reports have to be published in 2018 regarding financial year 2017. In addition to the NFI Directive, the Commission adopted guidelines in June 2017 to help companies disclose relevant non-financial information in a consistent and more comparable manner. The Commission is required to submit a review report on the effectiveness of the Directive by December 2018.

### Questions

40. The impact assessment for the NFI Directive identified the quality and quantity of non-financial information disclosed by companies as relevant issues, and pointed at the insufficient diversity of boards leading to insufficient challenging of senior management decisions. Do you think that these issues are still **relevant**?

	1	2	3	4	5	Don't know
The quality and quantity of non-financial information disclosed by companies remain relevant issues.	<input type="checkbox"/>					
The diversity of boards, and boards' willingness and ability to challenge to senior management decisions, remain relevant issues.	<input type="checkbox"/>					

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5= totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

41. Do you think that the NFI Directive's disclosure framework is **effective** in achieving the following objectives?

	1	2	3	4	5	Don't know
Enhancing companies' performance through better assessment and greater integration of non-financial risks and opportunities into their business strategies and operations.	<input type="checkbox"/>					
Enhancing companies' accountability, for example with	<input type="checkbox"/>					

respect to the social and environmental impact of their operations.						
Enhancing the efficiency of capital markets by helping investors to integrate material non-financial information into their investment decisions.	<input type="checkbox"/>					
Increasing diversity on companies' boards and countering insufficient challenge to senior management decisions	<input type="checkbox"/>					
Improving the gender balance of company boards	<input type="checkbox"/>					

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

42. Do you think that the NFI Directive's current disclosure framework is **effective** in providing non-financial information that is:

	1	2	3	4	5	Don't know
Material	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Balanced	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Accurate	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Timely	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Comparable between companies	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Comparable over time	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

Once again one of the problem is the homogenization of the transpositions of the directive in the different member states. So far the transposition is quite different from a country to another (see document A comprehensive overview of how Member States are implementing the EU Directive on Non- financial and Diversity Information, page 10). Another issue is the lack of information standards to enable comparability.

On transposition, see document:

Member State Implementation of Directive 2014/95/EU A comprehensive overview of how Member States are implementing the EU Directive on Non- financial and Diversity Information

[https://www.globalreporting.org/resourcelibrary/NFRpublication%20online\\_version.pdf](https://www.globalreporting.org/resourcelibrary/NFRpublication%20online_version.pdf)

43. Do you agree with the following statement?

The current EU non-financial reporting framework is sufficiently <b>coherent</b> (consistent across the different EU and national requirements)?	<b>1</b> <input type="checkbox"/>	<b>2</b> <input type="checkbox"/>	<b>3</b> <input checked="" type="checkbox"/>	<b>4</b> <input type="checkbox"/>	<b>5</b> <input type="checkbox"/>	<b>Don't know</b> <input type="checkbox"/>
--	--------------------------------------	--------------------------------------	---	--------------------------------------	--------------------------------------	---

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5= totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

--

44. Do you agree with the following statement?

	1	2	3	4	5	Don't know
The costs of disclosure under the NFI Directive disclosure framework are proportionate to the benefits it generates	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

45. Do you agree with the following statement?

	1	2	3	4	5	Don't know
The scope of application of the NFI Directive (i.e. limited to large public interest entities <sup>23</sup> ) is appropriate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(1= Far too narrow, 2= Too narrow, 3= about right, 4= too broad, 5 = way too broad)

Please explain your response and substantiate it with evidence or concrete examples.

So far the publication of NFI for a company is complicated because of the difficult of the internal treatment of the information and also because of the lack of standards. Large entities can bear those costs but it is not possible for SMEs. Nevertheless, the elaboration of standards and software's could allow smaller companies to diffuse at least some KPIs.

46. It has been argued that the NFI Directive could indirectly increase the reporting burden for SMEs, as a result of larger companies requiring additional non-financial information from their suppliers.

	1	2	3	4	5	Don't know
Do you agree that SMEs are required to collect and report substantially more data to larger companies as a result of the NFI directive?	<input type="checkbox"/>	<input checked="" type="checkbox"/>				

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5= totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

---

<sup>23</sup> "Public-interest entities" means listed companies, banks, insurance companies and companies designated by Member States as public-interest entities.

47. Do you agree with the following statement?

	1	2	3	4	5	Don't know
The non-binding Guidelines on Non-Financial Reporting issued by the Commission in 2017 help to improve the quality of disclosure	<input type="checkbox"/>					

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

--

48. The Commission action plan on financing sustainable growth includes an action to revise the 2017 Guidelines on Non-Financial Reporting to provide further guidance to companies on the disclosure of climate related information, building on the FSB TCFD recommendations. The action plan also states that the guidelines will be further amended regarding disclosures on other sustainability factors. Which other sustainability factors should be considered for amended guidance as a priority?

	1	2	3	4	5	Don't know
Environment (in addition to climate change already included in the Action Plan)	<input type="checkbox"/>					
Social and Employee matters	<input type="checkbox"/>					
Respect for human rights	<input type="checkbox"/>					
Anti-corruption and bribery	<input type="checkbox"/>					

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

49. If you are a preparer company, could you please estimate the **increased cost** of compliance with national laws on non-financial disclosure that were adopted or amended following the adoption of the NFI Directive in 2014, compared to annual non-financial disclosure costs incurred before the adoption of the NFI Directive?

	Total amount in Euros	Amount as a % of total operating costs
One-off costs of reporting for the first time		
Estimated recurring costs		

50. How would you assess, overall, the impact of the NFI Directive disclosure framework on the competitiveness of the reporting EU companies compared to companies in other countries and regions of the world?

- Very positive impact on competitiveness
- Somewhat positive impact on competitiveness
- No significant impact on competitiveness
- Somewhat negative impact on competitiveness
- Very negative impact on competitiveness
- Don't know

Please explain your response and substantiate it with evidence or concrete examples.

### **Country-by-country reporting by extractive and logging industries**

Since 2017, companies that are active in the extractive industry or in the logging of primary forests have to be more transparent on the payments they make to governments. Through amendments made in 2013 to the Accounting and Transparency directives, such companies established in the European Union should publish each year a so-called "country-by-country report" summarising payments to governments. These reporting requirements were introduced to help governments of resource-rich countries manage their resources as well as to enable civil society to better hold governments and business into account. This should also help governments of resources-rich countries to implement the Extractive Industries Transparency Initiative (EITI) principles.

Questions:

51. Do you think that the public reporting requirements on payments to governments ("country-by-country reporting") by extractive and logging industries are:

	1	2	3	4	5	Don't know
<u>effective</u> (successful in achieving its objectives)	<input type="checkbox"/>					
<u>efficient</u> (costs are proportionate to the benefits it has generated)	<input type="checkbox"/>					
<u>relevant</u> (necessary and appropriate)	<input type="checkbox"/>					
<u>coherent</u> (with other EU requirements)	<input type="checkbox"/>					
Designed at the <u>appropriate level</u> (EU level) in order to add the highest value (as compared to actions at Member State level)	<input type="checkbox"/>					

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

52. As a preparer company, could you please indicate the annual recurring costs (in € and in relation to total operating costs) incurred for the preparation, audit (if any) and publication of the “country-by-country report”:

	Total amount in Euros	Amount as a % of total operating costs
One-off costs of reporting for the first time		
Estimated recurring costs		

53. How would you assess, overall, the impact of country-by-country reporting on the competitiveness of the reporting EU companies?

- Very positive impact on competitiveness
- Somewhat positive impact on competitiveness
- No significant impact on competitiveness
- Somewhat negative impact on competitiveness
- Very negative impact on competitiveness
- Don't know

Please explain your response and substantiate it with evidence or concrete examples.

### **Integrated reporting**

In addition to a demand to broaden the range of information to be included in corporate reports, there is an ongoing debate on whether and how to integrate financial, non-financial, and other related reports in a meaningful way.

### **Questions**

54. Do you agree that integrated reporting can deliver the following **benefits**?

	1	2	3	4	5	Don't know

More efficient allocation of capital, through improved quality of information to capital providers	<input type="checkbox"/>					
Improved decision-making and better risk management in companies as a result of integrated thinking and better understanding of the value-creation process	<input type="checkbox"/>					
Costs savings for preparers	<input type="checkbox"/>					
Cost savings for users	<input type="checkbox"/>					
Other, please specify.....	<input type="checkbox"/>					

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

55. Do you agree with the following statement?

	1	2	3	4	5	Don't know
A move towards more integrated reporting in the EU should be encouraged	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The costs of a more integrated reporting would be proportionate to the benefits it generates (would be efficient)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

The inclusion of ESG aspect in company reporting will allow to have a better picture of its activity and a better evaluation of its risks

56. Is the existing EU framework on public reporting by companies an obstacle to allowing companies to move freely towards more integrated reporting?

- Yes
- No

Don't know

If you answered "Yes", please clarify your response and substantiate it with evidence or concrete examples.

Please explain your response and substantiate it with evidence or concrete examples.

## VI. The digitalisation challenge

In the area of public reporting by companies technology is changing 1) the way companies prepare and disseminate corporate reports and 2) the way investors and the public access and analyse company information. On 6 October 2017, the 'eGovernment Declaration' was signed in Tallin in the framework of the eGouvernement Ministerial Conference. It marked a clear political commitment at EU level towards ensuring high quality, user-centric digital public services for citizens and seamless cross-border public services for businesses<sup>24</sup>.

Digitalisation is soon to become reality for issuers with securities listed on European regulated markets ("listed companies"). These companies must file their Annual Financial Reports with the relevant Officially Appointed Mechanisms (OAMs). An Annual Financial Report mainly contains the audited financial statements, the management report and some other statements. In 2013, the Transparency Directive was amended to introduce as from 1 January 2020 a structured electronic reporting for Annual Financial Reports based on a so-called "European Single Electronic Format" (ESEF). It also established a single European Electronic Access Point (EEAP) in order to interconnect the different national OAMs. The objectives were to facilitate the filing of information by listed companies, and facilitate access to and use of company information by users on a pan-EU basis, thus reducing operational costs for both parties.

Beyond listed companies, the Commission is currently working, as announced in the 2017 Commission Work Programme, on an EU Company Law package making the best of digital solutions and providing efficient rules for cross-border operations whilst respecting national social and labour law prerogatives, which is not subject to this public consultation.

### **Questions**

57. Do you consider the existing EU legislation to be an obstacle to the development and free use by companies of digital technologies in the field of public reporting?

- Yes
- No
- Don't know

If you answered "yes", please explain your response and substantiate it with evidence or concrete examples

58. Do you consider that increased digitalisation taking place in the field diminishes the relevance of the EU laws on public reporting by companies (for instance, by making paper based formats or certain provisions contained in the law irrelevant)?

<sup>24</sup>

The 'Tallinn Declaration':

<https://ec.europa.eu/digital-single-market/en/news/ministerial-declaration-egovernment-tallinn-declaration>

- Yes
- No
- Don't know

If you answered "yes", please explain your response and substantiate it with evidence or concrete examples

--

### The impact of electronic structured reporting

59. Do you think that, as regards public reporting by listed companies, the use of electronic structured reporting based on a defined taxonomy (ESEF) and a single access point (EEAP) will meet the following intended objectives:

	1	2	3	4	5	Don't know
Improve transparency for investors and the public	<input type="checkbox"/>					
Improve the relevance of company reporting	<input type="checkbox"/>					
Reduce preparation and filing costs for companies	<input type="checkbox"/>					
Reduce costs of access for investors and the public	<input type="checkbox"/>					
Reduce other reporting costs through the re-use of companies' public reporting of electronic structured data for other reporting purposes (e.g. tax authorities, national statistics, other public authorities)	<input type="checkbox"/>					

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

Please provide an estimated order of magnitude or qualitative comments for such cost reductions (e.g. % of preparation costs or % of costs of accessing and analysing data...):

--

60. In your opinion, on top of the financial statements, do you think that the following documents prepared by listed companies should contain electronic structured data?

	1	2	3	4	5	Don't know
<u>Financial reporting</u>						

Half-yearly interim financial statements	<input type="checkbox"/>					
Management report	<input type="checkbox"/>					
Corporate governance statement	<input type="checkbox"/>					
Other disclosure or statements requirements under the Transparency Directive such as information about major holdings	<input type="checkbox"/>					
<u>Non-financial reporting and other reports</u>						
Non-financial information	<input type="checkbox"/>					
Country-by-country report on payments to governments	<input type="checkbox"/>					
<i>Other, please specify:.....</i>	<input type="checkbox"/>					

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5= totally agree)

61. Once the ESEF is fully developed and in place for listed companies, would this EU language add value as a basis to structure the financial statements, management reports etc. published by any limited liability company in the EU?

- Yes
- No
- Don't know

Please explain your response and substantiate it with evidence or concrete examples.

62. As regards the **non-financial information** that listed companies, banks and insurance companies must publish, do you think that digitalisation of this information could bring about the following benefits?

	1	2	3	4	5	Don't know
Facilitate access to information by users	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Increase the granularity of information disclosed	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Reduce the reporting costs of preparers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5= totally agree)

Please explain your response and substantiate it with evidence or concrete examples.

63. Digitalisation facilitates the widespread dissemination and circulation of information. Besides, the same corporate reporting information may be available from different sources, such as a company's web site, an OAM, a business register, a data aggregator or other sources. In a digitalised economy, do you consider that electronic reporting should be secured by the reporting company with electronic signatures, electronic seals and/or other trust services?

- Yes
- No
- Don't know

Please explain your response and substantiate it with evidence or concrete examples.

#### Data storage mechanisms – data repositories

Today, the self-standing national databases maintained by each Officially Appointed Mechanisms (OAMs) are not interconnected to each other, or to a central platform.

The European Financial Transparency Gateway (EFTG)<sup>25</sup> is a pilot project funded by the European Parliament that aims to virtually connect the databases using the distributed ledger technology in order to provide a single European point of access to investors searching for investment opportunities on a pan-EU basis. The European Financial Transparency Gateway could be used as a basis for achieving a single European Electronic Access Point (EEAP).

64. Considering the modern technologies at hand to interconnect databases on information filed by listed companies with the OAMs, do you agree with the following statements?

	1	2	3	4	5	Don't know
A pan-EU digital access to databases based on modern technologies would improve investor protection	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
A pan-EU digital access to databases based on modern technologies would promote cross border investments and efficient capital markets	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The EU should take advantage of a pan-EU digital access to make information available for free to any user	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(1=totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5 = totally agree)

<sup>25</sup>

<https://webgate.ec.europa.eu/fpfis/wikis/pages/viewpage.action?pageId=213238645>

65. Public reporting data in the form of structured electronic data submitted by listed companies could potentially be re-used for different purposes by different authorities. For instance, by filing a report once with an OAMs and re-using it for filing purposes with a business register. In your opinion, should the EU foster the re-use of data and the “file only once” principle?

- X Yes
- No
- Don't know

Please explain your response and substantiate it with evidence or concrete examples.

In liaison with the review of the PSI directive which aims at unlocking the potential of re-use of information held by public sector bodies in Europe, unlocking the possibilities to re-use information on public reporting which is filed for tax purposes to enable further usages such as for business registers would be a great improvement for the society as a whole.

#### **Coherence with other Commission initiatives in the field of digitalisation**

On 1 December 2017, the Commission launched a Fitness Check on the supervisory reporting frameworks<sup>26</sup>. In parallel, the financial data standardisation (FDS) project, launched in 2016, aims for a ‘common financial data language’ across the board for supervisory purposes. The Commission will report by summer 2019<sup>27</sup>.

	1	2	3	4	5	Don't know
66. Should the EU strive to ensure that labels and concepts contained in public reporting by companies are standardised and aligned with those used for supervisory purposes?	<input type="checkbox"/>					

(1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5= totally agree)

#### **Other comments**

67. Do you have any other comments or suggestions?

Sole entrepreneurs should also be considered when discussing about public reporting. Even if they are not required to file annual accounts (except some of them), the Commission's last website on GDPR seems to consider them as individuals according to the GDPR ([https://ec.europa.eu/info/law/law-topic/data-protection/reform/rules-business-and-organisations/application-regulation/do-data-protection-rules-apply-data-about-company\\_en](https://ec.europa.eu/info/law/law-topic/data-protection/reform/rules-business-and-organisations/application-regulation/do-data-protection-rules-apply-data-about-company_en))

But, as identified by the European Council in the latest discussions on the draft e-privacy regulation, (<http://data.consilium.europa.eu/doc/document/ST-5569-2018-INIT/en/pdf>) : “During previous meetings, the status of natural persons that act in a professional capacity (having a status of an independent worker) was discussed, more in particular, whether they should fall under the rules on the inclusion of contact details in publicly available directories for end-users who are natural persons or legal persons. The delegations are requested to take into account the level of protection currently provided for this group in various Member States and this group's interests.”

Sole entrepreneurs have suppliers and customers just as legal persons. Acting in their professional / business capacity is different from acting in their private / personal capacity. GDPR should apply when the individual is acting as a private consumer/individual **only**.

The transactions where sole proprietorships and non-registered companies, as well as small and medium size companies, are directly involved, are highly significant in each member state and the lack of information to properly assess them causes losses in the overall economy. This, especially, affects weaker layers of micro (including other sole proprietorships) and medium size companies which, very often, trade with them, with no qualified means for assessment. These above-mentioned transactions represent a big portion of the *trade credit* which in turn reflect a significant percentage of national GDPs.

It must be clear for all stakeholders, including Data Protection Authorities, that sole entrepreneurs are **businesses**, and that, as such, Public Sector Information about the latter should be easily available. Direct marketing is for sure **not** the only purpose for accessing and using data about sole entrepreneurs.

Information on businesses (sole entrepreneurs and companies) are impacted by different regulations and directives, initiated by different DGs (especially DJ Justice, DG Growth, DG FISMA, DG Connect).

As Business Information Providers, we can have an outside view of the (non)-interaction, not to say contradictions, between all these legal requirements. Therefore, we do encourage a deeper and more transversal analysis of their respective impacts, to which we are of course ready to contribute.

---

<sup>26</sup> [https://ec.europa.eu/info/consultations/finance-2017-supervisory-reporting-requirements\\_en](https://ec.europa.eu/info/consultations/finance-2017-supervisory-reporting-requirements_en)

<sup>27</sup> For more details, see Commission report on the Follow up to the Call for Evidence - EU regulatory framework for financial services, December 2017 section 3.3

## Acronyms and Abbreviations

<b>AD</b>	Accounting Directive
<b>BAD</b>	Bank Accounts Directive
<b>CEP</b>	Centre for European Studies
<b>CBCR</b>	Country by Country Reporting
<b>CLD</b>	Company Law Directive
<b>CMD</b>	Capital Maintenance Directive
<b>CMU</b>	Capital Markets Union
<b>CRD</b>	Capital Requirements Directive
<b>CRR</b>	Capital Requirements Regulation
<b>DG FISMA</b>	Directorate General Financial Stability, Financial Services and Capital Markets Union
<b>DLT&amp; API</b>	Distributed Ledger Technology & Application Programme Interface
<b>EC</b>	European Commission
<b>EFRAG</b>	European Financial Reporting Advisory Group
<b>EFTG</b>	European Financial Transparency Gateway
<b>EITI</b>	Extractive Industries Transparency Initiative
<b>ESG</b>	Environmental, Social & Governance factors
<b>ESMA</b>	European Securities and Markets Authority
<b>ESRB</b>	European Systemic Risk Board
<b>FSB</b>	Financial Stability Board
<b>GAAPs</b>	General Accepted Accounting Principles
<b>HLEG</b>	High-Level Expert Group
<b>IAD</b>	Insurance Accounts Directive
<b>IAS</b>	International Accounting Standards
<b>IASB</b>	International Accounting Standards Board
<b>IFRS</b>	International Financial Reporting Standards
<b>IFRS 4</b>	International Financial Reporting Standards on Insurance contracts
<b>IFRS 9</b>	International Financial Reporting Standards on Financial Instruments
<b>IFRS 17</b>	will replace IFRS 4 as of 1 January 2021
<b>IIRC</b>	International Integrated Reporting Council
<b>KPIs</b>	Key Performance Indicators
<b>NFR</b>	Non-Financial Reporting Directive (also called NFI for Non-Financial Information)
<b>NGOs</b>	Non-Governmental Organisation
<b>OAMs</b>	Officially Appointed Mechanisms
<b>OECD</b>	Organization for Economic Co-operation and Development
<b>PIE</b>	Public Interest Entities
<b>P&amp;L</b>	Profit and Loss account
<b>SMEs</b>	Small and Medium Enterprises
<b>SRB</b>	Single Resolution Board
<b>SSM</b>	Single Supervisory Mechanism
<b>TCFD</b>	Task Force on Climate-related Financial Disclosures
<b>TD</b>	Transparency Directive