Stockholm, September 30, 2025

Re: 28th regime EU corporate legal framework – the European Commission's Call for Evidence for an impact assessment

The Confederation of Swedish Enterprise (Sw. Svenskt Näringsliv) has got the opportunity to provide comments to the European Commission's call for evidence for an impact assessment relating to a potential new optional EU-wide 28th regime company form. The Confederation of Swedish Enterprise has 60,000 member companies organized in 49 business and/or employer associations.

Below are our comments to the European Commission's call for evidence.

1. Introduction

A potential new optional EU-wide 28th regime company form has been presented by the European Commission as part of a comprehensive set of actions to enhance the competitiveness of the European economy, with an aim to make it possible for innovative companies to scale up, benefiting from a single, harmonized set of EU-wide rules. The aim would be to simplify applicable rules and reduce the cost of failure by addressing specific aspects within relevant areas of law.

The Confederation of Swedish Enterprise welcomes the European Commission's simplification and better regulation focus and its efforts to improve the framework conditions for scaling up businesses in Europe. In order for a 28th regime to contribute to these objectives, it must be well-designed, focusing on concrete solutions to identified problems. This is further elaborated below.

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2. Key considerations for a potential 28th regime

In the following, we have gathered a number of key elements that should be taken into consideration by the European Commission in relation to the 28th regime initiative.

2.1 Scope

- ✓ Have **realistic expectations** on what can be solved through a 28th regime. Although a good tool in theory, it will not solve all the current problems and barriers within the fragmented single market.

- ✓ For the efforts to be meaningful, the initiative should **focus on solving concrete and well-identified problems**. The European Commission should thoroughly assess political feasibility and conduct a detailed cost-benefit analysis for any proposed 28th regime.

- ✓ **The material scope of the initiative should be limited.** For example, **tax and labor law and closely related areas should not be included in the initiative.**

- ✓ In the design and scoping of a potential 28th regime, **the fundamental principle of equal treatment – also between company forms – should be respected**. A clear rationale and justification and a thorough impact assessment is needed in case of deviation from this principle, and – if a deviation is deemed justified – it should be limited to what is necessary.

- ✓ Identify the barriers (also beyond company law) that companies face today and match them with **targeted and effective measures** designed to remove those. It is not likely that better access to the single market would come through increased regulation.

2.2 Design and legal structure

- ✓ Secure that any 28th regime is designed as an **optional, voluntary option** open for businesses to choose and use.

- ✓ Any proposal must **avoid disruptive spill-over effects on local company law and corporate governance models** in the Member States.

- ✓ A potential 28th regime company form should be **designed for the needs of start-ups and scale-ups but should be open to all types of companies**. Companies would otherwise risk outgrowing the form (which may disincentivize companies to grow). In addition, it is not easy to define categories like “innovative” companies.

- ✓ To secure harmonization, a **regulation would be the preferred legal form**. If the directive form is chosen, it must be ensured that this becomes a separate form of companies, next to the national company forms, that may be opted for on a voluntary basis. A single market clause should be included to ensure that key provisions remain the same throughout the EU.

2.3 Process and assessments

- ✓ Make a **thorough impact assessment and cost-benefit analysis** of all measures proposed and focus on measures that are realistic and likely to have a positive impact. This will be key to secure that the initiative remain compatible with the ongoing European Commission simplification agenda.

- ✓ **Take the learnings from prior failed attempts** to create a 28th regime company form.

- ✓ Hold **better regulation high on the agenda**. Any 28th regime must be simple to be attractive for businesses.

2.4 Practical and operational support

- ✓ **Digital solutions, online tools/processes** would be useful. However, the design of those must be **the next step**, when having structured the corporate rules (and making due impact assessments).

- ✓ **Easy access to information and templates** is good and important, both for businesses and investors. The European Commission could already now start working on this, guiding businesses to applicable requirements throughout the EU, making it easier for them to find information and make informed choices.

The Confederation of Swedish Enterprise look forward to continuing the dialogue with the European Commission and stand ready to contribute with business perspectives during the next steps of the process.

Kind regards,

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