

UNICE

THE VOICE OF BUSINESS IN EUROPE

Mr Frits Bolkestein
Member of the European Commission
Rue de la Loi, 200

B-1049 Bruxelles

13 November 2003

THE SECRETARY GENERAL

Dear Commissioner,

RE: DRAFT PROPOSAL FOR THE 10TH COMPANY LAW DIRECTIVES ON CROSS-BORDER MERGERS

We have been informed that the Commission is in the process of finalising the above-mentioned draft proposal for a 10th Company Law Directive before its official adoption by the College of Commissioners next week.

Furthermore, we have been informed that UNICE is mentioned in section 1 "Purpose of and grounds for the proposal" of the Explanatory Memorandum which accompanies the draft proposal. Although it is correct that UNICE has been calling for the adoption of a Community legal instrument that companies need, enabling them to carry out cross-border mergers, this draft proposal does not correspond to UNICE's requests given the worker participation regime therein. Since the beginning of discussions on this proposal UNICE has constantly voiced its opposition to the worker participation regime as provided for in the draft proposal.

In this context UNICE would ask you to withdraw this reference which is misleading vis-à-vis UNICE's position regarding the proposal. You will recall that it is our considered opinion that the worker participation regime's complexity and burdensome nature renders it ill-suited to encourage companies to engage into cross-border mergers and puts at stake the whole added-value of the proposed Directive.

We still believe that a thorough consultation is needed before the Commission adopts its proposal.

We thank you in advance for action on this.

Yours sincerely,



Philippe de Buck

C.C.: Mr Alexander Schaub