



QuIC Inputs on EU INC

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RESPONSE TO THE PROPOSAL FOR A REGULATION ON THE 28TH REGIME CORPORATE LEGAL FRAMEWORK – ‘EU INC.’ (COM(2026) 321 FINAL)

The *European Quantum Industry Consortium (QuIC)* submits this response to the European Commission regarding the proposal for a Regulation on the *28th Regime Corporate Legal Framework* (“EU Inc.”).

This submission evaluates the proposed framework through the lens of the deep-tech and quantum technology sectors, comparing the Commission’s legislative text with the strategic requirements previously outlined by QuIC. We welcome the proposal as it represents a major advancement in European company law, particularly for innovative companies.

However, we believe that specific gaps remain that must be addressed to enhance the Union’s technological sovereignty and global competitiveness.

THE CHOICE OF LEGAL INSTRUMENT AND JUDICIAL OVERSIGHT

We welcome the Commission’s decision to utilize a Regulation based on *Article 114 TFEU* as a decision of paramount importance. We are concerned, however, that no single register will be established at the outset and that registration will occur through national registration procedures.

We believe that this will inevitably lead to *twenty-seven divergent interpretations* and recreate the very legal fragmentation the *EU Inc. (28th Regime)* seeks to eliminate. We understand, however, that national registration may be the fastest way to implement the proposal, but we urge the Commission to move swiftly toward a single register. We further suggest that this could be achieved through the *Enhanced Cooperation mechanism* should some Member States wish to proceed more rapidly.

A critical concern also remains regarding the judicial infrastructure. The Commission proposal suggests that Member States could designate specialized judicial chambers for EU Inc. disputes. QuIC believes that reliance on national registries and courts for substantive dispute resolution, such as shareholder conflicts or liability issues, may undermine standardization.

We therefore advocate for a *centralized European commercial arbitration framework* or a specialized chamber within the European judicial system, similar to the *Unified Patent Court*, to prevent *forum shopping* and ensure that the interpretation of this Regulation remains uniform across the Union.

Without a *supranational judicial backstop*, the “EU Inc.” brand risks being diluted by inconsistent national jurisprudence.

ADMINISTRATIVE AGILITY AND DIGITAL-BY-DEFAULT PROCEDURES

QuIC strongly endorses the proposal's emphasis on a *digital-by-default architecture*, particularly the *"fast-track" formation procedure*. The target of *forty-eight-hour incorporation* with a cost ceiling of *EUR 100* is precisely the type of administrative agility required by academic spin-outs and fast-moving deep-tech startups.

The integration of the *Business Register Interconnection System (BRIS)* and the use of the *European Digital Identity Wallet* are essential for reducing the duplicative reporting processes that currently hinder European firms.

The proposal's application of the *"once-only"* principle for the issuance of *Tax Identification Numbers (TIN)* and *VAT identification numbers* will also constitute a major administrative simplification. By automating the transfer of company information between business registers and tax authorities, the Commission addresses a primary friction point previously identified in QuIC's earlier submission [1]

We also suggest that the Commission ensure that the automatic verification of company names includes cross-checks not only with national registers but also with *EUIPO trademark databases* to protect young firms from immediate intellectual property litigation.

We also welcome the *blacklist of prohibited national practices* to ensure that EU Inc. companies, wherever in the EU they are incorporated or headquartered, are treated in the same manner as other limited liability companies formed under Member State laws.

We note positively that the blacklist includes prohibited national practices such as denying eligibility for public support based on registered office location, requiring local establishment, the setup of a subsidiary or local representative for authorizations, and denying the use of bank accounts established in another Member State.

We would urge the list to remain *open-ended* so that emerging discriminatory national practices may subsequently be included.

While the proposal substantially reduces administrative fragmentation in company formation, major operational fragmentation remains in *strategically sensitive sectors*.

THE STRATEGIC GAP IN DUAL-USE AND EXPORT CONTROLS

The most significant omission in the current Commission proposal is the failure to harmonize *dual-use export controls* within the EU Inc. framework. We recognize that this issue may be addressed in parallel policy discussions. However, we wish to highlight it as a major impediment to the effective operation of the system.

Quantum technologies are inherently *dual-use*, serving both civilian and military applications, and are currently subject to a patchwork of *twenty-seven divergent national implementation practices under Regulation (EU) 2021/821*. This fragmentation creates significant legal risks and compliance costs for companies operating across borders, often slowing innovation to the point where European firms lose their competitive edge against US or Chinese counterparts.

QuIC recommends that the *EU Inc.* register should be integrated with a *standardized export licensing module*. This would allow a startup to incorporate under the *28th Regime* and simultaneously access a *“once-only country scheme”* for export compliance.

Under such a scheme, an EU Inc. entity would comply only with the export control rules of the Member State where it is headquartered. Ideally, this would evolve into a new form of authorization issued by one Member State but valid across the entire Union.

The absence of such a provision in the current proposal means that while a company may be *“incorporated once,”* it cannot *“operate everywhere”* when sensitive technologies are involved.

SUBSTANTIVE FISCAL INCENTIVES VS. ADMINISTRATIVE TRANSPARENCY

While the proposal suggests streamlining the administrative aspects of taxation, it stops short of harmonizing substantive fiscal incentives and creating a *level playing field* for the quantum sector.

R&D incentives currently vary significantly across the Union, including reduced tax rates, credits, and accelerated depreciation schemes, each with its own complex eligibility criteria. This administrative burden stands in stark contrast to the *United States*, which offers a simplified *20% tax credit* for qualified research expenses.

We understand that taxation remains a competency of the Member States, but we urge the Commission to continue developing its proposals in this area, such as the *HOT proposal (Head Office Taxation)*.

To truly attract *global venture capital* and promote R&D activity, a unified EU R&D incentive should be introduced specifically for companies opting into the *28th Regime*. This incentive should feature clear eligibility criteria and an appealing flat rate without implementation caps.

We welcome the proposal’s introduction of an Employee Share Option scheme with deferred taxation as a commendable step for talent retention. The Union must ensure that this scheme is universally recognized for tax purposes in all Member States to avoid *“dry tax”* charges that often force talent to relocate.

FINANCING

QuIC supports the proposals facilitating a *unified financing model* for EU Inc. companies at the point of establishment.

In particular, we welcome the flexibility established in *Chapter IV (“Capital and Shares”)* of the Proposal, specifically *Article 62*, which removes the barrier of mandatory minimum share capital, as well as *Article 61*, which allows for the issuance of shares without nominal value.

The proposal eliminates the requirement, present in some Member States, to register a new company with nominal capital before performing subsequent capital increases.

The *digital formation and registration procedures established in Articles 16 and 60* should clearly enable the simultaneous subscription and full payment of intended investment capital during the incorporation process itself.

This integrated approach ensures that an EU Inc. will be able to achieve *sufficient capitalization* from its first day of existence. Consequently, founders will be able to bypass current bureaucratic hurdles and provide the company with sufficient liquidity to ensure that it is fully funded and operationally ready for cross-border activities without delay.

INTELLECTUAL PROPERTY AND CORPORATE GOVERNANCE

The proposal’s requirement for a digital share register and the issuance of *digital share certificates* represents a welcome modernization.

For quantum firms, where *intellectual property (IP)* represents the core value of the enterprise, the ability to assign all developed IP to a single corporate entity is crucial. The current European landscape often results in a *“patchwork” of ownership* due to contributors working across different subsidiaries in multiple jurisdictions.

The Commission should explicitly clarify that the EU Inc. framework permits and facilitates the consolidation of IP ownership within the primary legal entity in order to maximize valuation during funding rounds.

Regarding governance, the proposal allows for *multiple classes of shares with distinct voting rights*, which is essential for protecting deep-tech founders from hostile takeovers of strategic assets.

However, the Regulation’s default reliance on national law for matters not expressly covered, such as specific elements of labour law or social security, remains a concern. We would urge the Commission to review these elements in the future, while not delaying implementation of the current proposal.

CONCLUSION AND RECOMMENDATIONS

In conclusion, QuIC considers the “*EU Inc.*” proposal to be a vital step forward, but one that requires refinement to fully meet the needs of *strategic deep-tech industries*.

We recommend that the Commission:

- 1. Harmonize dual-use export controls within the EU Inc. registration process to ensure technological sovereignty.**
- 2. Establish a harmonized EU-wide R&D tax incentive structure for EU Inc. companies to compete more effectively with the United States and China.**
- 3. Establish a centralized European judicial mechanism for dispute resolution to ensure the consistent application of the Regulation.**
- 4. Provide greater flexibility for cross-border teams through improved coordination of labour law frameworks.**
- 5. Explicitly facilitate the consolidation of intellectual property within EU Inc. entities to streamline investment and scaling.**

QuIC remains committed to working with the Commission to ensure that the *EU Inc. (28th Regime)* becomes the *global gold standard* for corporate legal frameworks in the age of quantum technology.

About QuIC and Contributors

The European Quantum Industry Consortium (QuIC) is a non-profit pan-European association founded in 2021 that represents the quantum technology industry. QuIC's mission is to **boost Europe's competitiveness in quantum technologies** by uniting stakeholders across the ecosystem – including startups and SMEs, large tech companies, investors, academic institutions, and RTOs. Acting as “the voice” of the European quantum industry, QuIC collaborates closely with EU institutions and national initiatives to shape strategic directions, address common challenges (such as standardization, IP, and workforce development), and accelerate the commercialization of quantum research. QuIC is part of the EU's Quantum Flagship program, ensuring industry input feeds into Europe's quantum R&D efforts.

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