



EUROPEAN COMMISSION
SECRETARIAT-GENERAL

The Secretary General

Annex 1

Brussels, 31/08/2010
SG/B.4 DCB Ares(2010)

Mr Günter Verheugen

[Redacted address block]

Dear Mr Verheugen,

The Commission has been informed via several press articles of the creation of The European Experience, a consultancy company offering services to public and private bodies (<http://www.european-experience.de/english>). This appears to be a new activity, not included in the notifications made by you so far, and for which the Commission has issued a positive decision in July. The Commission Spokespersons' Service has already been asked to clarify the Commission's position on the compatibility of this activity.

I would like to draw your attention to the need to inform in good time the Commission of any professional activities you consider undertaking before 9 February 2011. This is to permit the Commission to assess the compatibility of such activities with your obligations under the Code of Conduct for Commissioners and to enable the Commission to consider their compatibility with article 245(2) of the TFUE.

As far as Dr. Erler's involvement in the consultancy is concerned, DG HR, responsible for the application of the Staff Regulations, is liaising with her directly.

Please do not hesitate to contact me for any additional information you might need for preparing the notification of this activity.

Yours sincerely,

Catherine Day

Copy: Mr. Laitenberger, Head of cabinet of President Barroso
Mme Souka, Director General DG HR
Mr. Szlaszewski, Director SG

Anner 2

Prof. Günter VERHEUGEN



Potsdam, 01/09/2010

European Commission

Mrs. Catherine Day

General Secretary of the European Commission

Per Fax + 3 2 2 2 9 5 3 4 2 8 (2 pages)

Your fax from August 31

Dear Catherine,

Thank you very much for your letter from August 31 2010.

I wish to inform you that I have co-founded the European Experience Company GmbH (EEC) being also non-executive director of this Company. This does not constitute an occupation, because the EEC does not employ me, nor does it compensate me for my role as non-executive director. For me it is an investment, since I am a shareholder. Therefore I do not consider that Article. 1.1.1. of the Code of Conduct for Commissioners is applicable in that particular case.

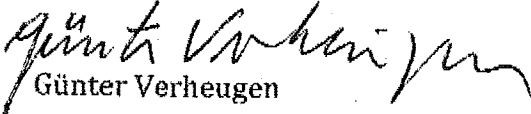
Nonetheless, below I list for your information the strategic company profile. You should please keep in mind, that EEC that I partly own is a start up, and therefore the different areas of activities of the EEC will only develop step by step and over time, covering European and international policy matters:

- Briefing sessions and written briefings for top leaders of public and private institutions and enterprises
- Intensive management seminars for institutions and enterprises in cooperation with experts from European institutions
- Analytical background papers and strategy recommendations in the area of EU-policy and other political matters
- Support for public relation endeavours in European affairs (speeches, media events, publications)

- Conflict mediation
- Speeches and other contributions at conferences, seminars and other events organised by institutions and enterprises

I would also like to inform you that an explicit purpose of the company is to contribute to a better understanding of the European integration, to promote the further development and deepening of the European integration as well as good neighbourly relations. Any kind of lobbying is explicitly excluded. You may wish to have a look at the website of the company www.european-experience.com (in English).

Yours sincerely


Günter Verheugen



EUROPEAN COMMISSION
SECRETARIAT GENERAL

SG/B – Better Regulation and Administration
The Director

Annex 3

Brussels,
SG.B4 dcb Ares(2010)

Note to the Members of the Ad hoc Ethical Committee

Mr Michel Petite

Mr Terry Wynn

Mr. Rafael García-Valdecasas

Subject: Post-Office activities of Prof. Günter VERHEUGEN (European Experience Company GmbH (EEC) – new company covering European and international policy matters)

Please find here attached a letter sent to Mr. Verheugen and his reply to the Secretary General on Wednesday 1 September 2010, concerning his activities as non executive director of a new company that he has co-founded.

Mr. Verheugen did not inform the Commission earlier as he considered that this does not constitute an occupation, but an investment.

The question of the obligation to notify such activity is resolved by the communication received from Mr. Verheugen and, following the Code of Conduct for Commissioners, the Commission will now have to adopt a Decision on whether the planned occupation is compatible with the last paragraph of Article 245 (2) of the TFEU.

In agreement with the Secretary General it has been decided to request the opinion of the Ad hoc Ethical Committee in order to assess whether the planned occupation is compatible.

Please let me know if further information would be necessary.

Hubert Sztaszewski

Encl: 2

Copy: Ms Day, Secretary General

Opinion of the Ad Hoc Ethical Committee

FROM Michel Petite
Rafael Garcia-Valdecasas
Terry Wynn

DATE 2 November 2010

TO Mrs Day, General Secretary

**Re: - Request n° 10 from the European Commission
- Prof Günther Verheugen**

1. By letter of the 1st September 2010, the Secretariat General of the European Commission requested the opinion of the Ad Hoc Ethical Committee, on an activity envisaged by Prof. Günther Verheugen, former Commissioner in charge of the Enterprise and Industry until the entry in office of the new Commission in 2010.
 2. The activity considered is that of non-executive director of a newly founded "European Experience Company GmbH" (EEC). The new company is aimed at developing, on European and international policy matters:
 - briefing sessions and written briefings for top leaders;
 - management seminars in cooperation with experts from European institutions;
 - background papers and strategy recommendations;
 - support for public relations in European affairs speeches, media events, publications;
 - conflict mediation.
- EEC excludes engaging in any lobbying activity. EEC is co-owned by Dr Petra Erler, managing director of the firm and Prof. Günther Verheugen, non-executive director.
3. Prof. Verheugen will receive no remuneration for this function of non-executive director function, and expects to be eventually remunerated as a shareholder of the company, out of its results.

4. In his former term of office as Commissioner, Prof. Verheugen was in charge of Enterprise and Industry, which implies covering a broad spectrum of economic activities, of which are excluded the area of services and a number of specific industrial sectors (*i.e.* energy, transport, telecoms).
5. In its web presentation EEC clearly implies that the services offered by the company will be delivered by either or both of its co-founders Dr Petra Erler and/or Prof. Günther Verheugen. The Committee is of the opinion that it is indifferent in this respect that Prof. Verheugen be employed by the company or co-own the company and be potentially remunerated accordingly; the relevant matter being that his services be offered as an economic activity to the operators

The Committee is therefore of the opinion that Prof. Günther Verheugen would engage in an occupation relevant to article 245(2) of the Treaty on the Functioning of the European Union.

6. The content of the services offered is very broad. It formally excludes lobbying activities. Nevertheless it covers briefings, recommendations, support for public relations in European affairs in an unspecified manner, in such a way that it could cover very general services as well as very specific issues which Prof. Verheugen could have come across in his previous function. Considering the broad and indiscriminate description of the services covered, the Committee feels unable to assess in an appropriate manner the scope of services offered, which could unduly overlap with the previous functions as Commissioner. It is of the view that, as described, it is inevitable that such a wide activity could at some point directly intersect with the scope of the Commissioner's former activity, in a manner which could not be dealt with by abstaining on a case-by-case basis.
7. The Ethical Committee is therefore of the opinion that, as presently so indiscriminately described, the considered activity cannot be viewed as in conformity with article 245(2) of the TPEU.



EUROPEAN COMMISSION
SECRETARIAT-GENERAL

The Secretary General

Annex 5

Brussels, 11 NOV. 2010
SG/B.4 DCB Ares(2010)

Mr Günter Verheugen

[REDACTED]

Dear Mr Verheugen,

Following the information sent by you by fax on 1 September 2010, the ad hoc ethical committee of the Commission has been asked to deliver an opinion on your activity in the European Experience Company GmbH

The Committee delivered its opinion on 2 November 2010. Taking into consideration the broad description of the services covered, it considered that it is unable to assess in an appropriate manner the scope of services offered which could unduly overlap with your previous functions as Commissioner. In addition, the Committee is of the view that, such a wide activity could at some point directly intersect with the scope of your former activity, *'in a manner which could not be dealt with by abstaining on a case-by-case basis'*. In conclusion, the Committee expressed the opinion that, *'as presently so indiscriminately described'*, the considered activity cannot be viewed as in conformity with article 245 (2) of the TFEU.

It seems therefore that additional information is required in order for the Committee to assess in an appropriate manner the compatibility of the envisaged activity, on the basis of a more complete and accurate description of the activity.

To this end, I would ask you to specify if possible, the scope of the envisaged activity and in particular the possible exclusion of any file related to companies with which you have had contact during your mandate, in particular in relation to individual decisions prepared by your former services. You could possibly also clarify how in practice you will ensure that any kind of lobbying would be excluded, as already announced in your previous fax dated 1st September 2010.

I trust that this additional information will allow the Committee to deliver an opinion, and the Commission to adopt its decision on the matter.

Please do not hesitate to contact me for any additional information you might need.

Yours sincerely,

Catherine Day

Prof. Günter VERHEUGEN
[REDACTED]
[REDACTED]

Potsdam, December 2, 2010

Annex 6**European Commission**

Mrs. Catherine Day

General Secretary of the European Commission

Per Fax + 32 22 95 34 28

Your fax from November 11, 2010
No SG/ B4 DCB Ares 2010

Dear Catherine,

Thank you very much for your kind letter of November, 11 2010 referring to my role as non-executive director of the European Experience Company GmbH (EEC). I would like to make use of your kind offer to get back to you.

First of all, however, I want to stress my full commitment and my full respect of the Code of Conduct. Therefore I have only accepted occupations that were approved by the Commission and I will continue to seek the Commission's approval before accepting new occupations.

I want also to clarify that the EEC does not employ me. Consequently I get no income from it. The operations of the company, which require my personal engagement, are already fully covered by the decisions, which the Commission has already taken. There are no further activities on my side that go beyond my role as an advisor for the institutions and companies mentioned in the Decision of the Commission.

Moreover, if I would consider in the future any new and paid activity, I would of course ask the Commission for clearance according to the rules of the Code of Conduct.

My role as non-executive director of the EEC is honorary and limited to internal decision making like major investments, staffing and reporting to the tax authorities (in accordance with German Company law). I am not involved in the commercial operations of the company. For me it is an investment, since I am a shareholder.

Being a non-executive director without any kind of compensation does not constitute a gainful activity in the sense of the Code of Conduct and therefore I continue to be of the opinion that the Code of Conduct does not apply in this case. I stand of course ready for further information.

Yours sincerely



Günter Verheugen



COMMISSION EUROPÉENNE

Secrétariat Général

Annex 7

SEC(2011) 158

Bruxelles, le 31 janvier 2011

DOCUMENT INTERNE

OJ 1946 – point 7

TEXTE EN

ACTIVITES APRES CESSATION DE FONCTION
D'UN MEMBRE DE LA COMMISSION

Communication de M. le PRESIDENT

Cette question est inscrite à l'ordre du jour de la 1946^{ème} réunion de la Commission le 2 février 2011.

Destinataires : Membres de la Commission
Directeurs généraux et chefs de service

MEMORANDUM FROM THE PRESIDENT TO THE COMMISSION

According to Article 245(2) of the Treaty on the Functioning of the European Union, the members of the Commission, when taking up their duties, shall give a solemn undertaking that, both during and after their term of office, they will respect the obligations arising therefrom and, in particular, their duty to behave with integrity and discretion as regards the acceptance, after they have ceased to hold office, of certain appointments or benefits. Further to this Treaty provision, the Code of Conduct for Commissioners adopted on 24 November 2004 (SEC (2004) 1487/2) enacted a specific procedure for the assessment of the activities to be performed by former Commissioners. Under the Code, when Commissioners intend to engage in an occupation during the year after they have ceased to hold office, whether at the end of their term or upon resignation, they shall inform the Commission in good time. The Commission shall, then, examine the nature of the planned occupation and, if the activity is related to the content of the Commissioner's portfolio during his or her full term of office, it shall seek the opinion of an ad hoc ethical committee.

The Commission was informed via press articles at the end of August 2010 of the creation by Mr. Günter Verheugen of a consultancy company. Following a request for information, Mr. Günter Verheugen informed the Commission on 1st September 2010 that he had co-founded "The European Experience Company GmbH", of which he had also become a non-executive director, explaining that the different business areas of The European Experience Company would probably develop over time, covering European and international policy matters.

Mr. Verheugen indicated that the main lines of The European Experience Company's strategic company profile were the following: (a) briefing sessions and written briefings for top leaders of public and private institutions and enterprises; (b) intensive management seminars for institutions and enterprises in cooperation with experts from European institutions; (c) analytical background papers and strategy recommendations in the area of EU policy and other political matters; (d) support for public relations endeavours in European affairs; (e) conflict mediation; and (f) speeches and other contributions at conferences, seminars and other events organized by institutions and enterprises.

Mr. Verheugen underlined that any kind of lobbying would be excluded and expressed the view that the activity of the 'The European Experience Company's was not relevant with regard to the above referred provision of the Code of Conduct for Commissioners insofar as The European Experience Company does not compensate him for his role as non-executive director.

The Commission nevertheless requested, on 1 September 2010, the Ad hoc Ethical Committee's opinion on the compatibility of Mr. Verheugen's new activity with the Code of conduct for Commissioners and article 245(2) of the TFEU, and the Committee delivered its opinion on 2 November 2010.

The Committee indicated that in the presentation in its website The European Experience Company clearly implies that the services offered by the company will be delivered by either or both of its co-founders. It considered that it was indifferent whether Mr. Verheugen is employed by the company or co-owns it, and may be remunerated as

shareholder; what matters is that his services are offered as an economic activity to the operators. This led the Committee to consider that Mr. Verheugen would engage in an occupation within the scope of article 245(2) of the TFEU.

The Committee noted the very broad spectrum of the services offered by The European Experience Company, covering briefings, recommendations, support for public relations in European affairs in an unspecified manner, in such a way that it could cover very general services as well as very specific issues which Mr. Verheugen could have come across in his previous function as Member of the Commission.

Considering the broad and indiscriminate description of the services offered, the Committee felt unable to assess the exact relations with Mr. Verheugen's previous functions as Commissioner. The Committee was of the view that, as described, there was a risk that such a wide activity could at some point directly intersect with the scope of the Mr. Verheugen's former activity as Member of the Commission, in a manner which could not be dealt with by abstaining on a case-by-case basis. The Ad hoc Ethical Committee came thus to the conclusion that, "as presently so indiscriminately described", the considered activity could not be viewed as in conformity with article 245(2) of the TFEU.

Following the Ad hoc Ethical Committee's opinion, the Secretary General of the Commission wrote to Mr. Verheugen on 11 November 2010, inviting him: (1) to specify in more detail the scope of the envisaged activity and, in particular, the possible exclusion of any file related to companies with which he had had contact during his mandate, in particular in relation to individual decisions prepared by his former services; (2) to clarify how, in practice, he would ensure that any kind of lobbying would be excluded.

Mr. Verheugen replied to the Commission on 2 December 2010, stressing his full commitment to respect the Code of Conduct and underlining his non-executive and honorary role in the European Experience Company, without any kind of compensation, repeating his opinion that the Code of Conduct does not apply in this case, without providing additional information concerning the scope of the activities of the European Experience Company, nor precision concerning the exclusion of lobbying activities.

Taking into consideration the Code of conduct for Commissioners and in particular the necessity for the Commission to adopt a decision whether the planned occupation is compatible with the last paragraph of Article 245(2) of the Treaty (TFEU), the Commission should now decide on the basis of all the information at its disposal, taking also into account the opinion of the ad hoc ethical Committee.

In this context, it is important to note that conditions were imposed on the former Head of cabinet of Mr. Verheugen, who became co-founder and Managing Director of The European Experience Company, for a period of eighteen months as from the decision. The decision having been adopted on 7 October 2010, the conditions it sets are therefore applicable until April 2012. In the course of her new professional activities it was prohibited to establish contacts with or approach the services that came under the authority of Vice-President Verheugen, and to advise companies who have been addressees or beneficiaries of any individual decision prepared by those services under the authority of the Vice-President.

Those conditions were deemed necessary in order to avoid any risk of conflict of interests.

Having regard to the higher responsibility of a Commissioner, the Commission should decide if similar conditions are sufficient to avoid conflict of interests while preserving a proportionate measure of freedom of employment.

Considering the potentially wide scope of the non-executive and honorary role of Mr. Verheugen in this new company and bearing in mind that former Commissioners remain bound by article 245 (2) and, as far as professional secrecy is concerned, article 339 of the Treaty (TFEU), it is proposed - after consultation of the competent Commission services - that the Commission could decide that Mr. Verheugen's implication with The European Experience Company is compatible with article 245(2) of the TFEU only subject to the following conditions:

- The European Experience Company will not have professional contacts with the Commission Services over which Mr. Verheugen had authority during his second Commission mandate for a period of 26 months as from the end of Mr. Verheugen's term of office (This period coincides with the limitation period mentioned above as concerns the managing director of The European Experience Company, former head of cabinet of Mr. Verheugen);
- During this period, the European Experience Company will not provide its services to any company or person who has been the addressee or who has benefitted from individual decisions, grants or contracts prepared or handled by the Commission's Directorate General "Enterprise and Industry" during Mr. Verheugen's second Commission mandate.

The Commission is requested to examine the nature of the above mentioned envisaged occupation and to conclude that it is compatible with Article 245(2) of the TFEU subject to the conditions indicated above.

Bruxelles, le 1^{er} février 2011

SEC(2011) 1946

OJ 1946, point 2

Note à l'attention des Membres de la Commission

**Résultats de la réunion hebdomadaire
des chefs de cabinet du 31 janvier 2011**

(...)

**7.4 SG – APPLICATION DU CODE DE CONDUITE DES
COMMISSAIRES – ACTIVITES APRES CESSATION DE FONCTION**

(SEC(2011) 158)

Il y a accord parmi les chefs de cabinet sur la proposition présentée en séance par le chef de cabinet de M. le PRESIDENT.

Annex 9

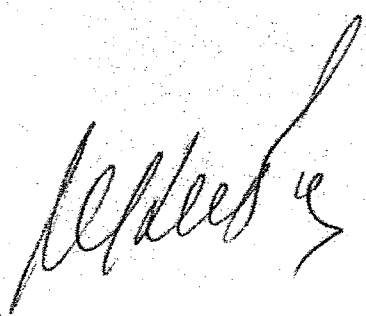
To
José Manuel Barroso
President of the European Commission
1049 Brussels, Belgium
Sofia, 24th January, 2011

Dear Mr. President,

In accordance with the Code of Conduct for Commissioners I would like to inform you that I have been invited by the Trilateral Commission to become Member of the European Group. The position is non-paid and not part of the day-to-day management of the Commission.

If necessary I'm ready to provide further details concerning my possible assignment as Member of the European Group of the Trilateral Commission.

Yours faithfully,



Meglana Kuneva

CC: Catherine Day – Secretary-General of the European Commission (by e-mail)



COMMISSION EUROPÉENNE

Secrétariat Général

Annex 10

SEC(2011) 157

Bruxelles, le 31 janvier 2011

DOCUMENT INTERNE

OJ 1946 – point 7

TEXTE EN

ACTIVITES APRES CESSATION DE FONCTION
D'UN MEMBRE DE LA COMMISSION

Communication de M. le PRESIDENT

Cette question est inscrite à l'ordre du jour de la 1946^{ème} réunion de la Commission le 2 février 2011.

Destinataires : Membres de la Commission
Directeurs généraux et chefs de service

MEMORANDUM FROM THE PRESIDENT TO THE COMMISSION

According to Article 245(2) of the Treaty on the Functioning of the European Union, the members of the Commission, when taking up their duties, shall give a solemn undertaking that, both during and after their term of office, they will respect the obligations arising therefrom and, in particular, their duty to behave with integrity and discretion as regards the acceptance, after they have ceased to hold office, of certain appointments or benefits.

Further to this Treaty provision, the Code of Conduct for Commissioners adopted on 24 November 2004 (SEC (2004) 1487/2) enacted a specific procedure for the assessment of the activities to be performed by former Commissioners. Under the Code, when Commissioners intend to engage in an occupation during the year after they have ceased to hold office, whether at the end of their term or upon resignation, they shall inform the Commission in good time. The Commission shall, then, examine the nature of the planned occupation and if the activity is related to the content of the Commissioner's portfolio during his or her full term of office, it shall seek the opinion of an ad hoc ethical committee.

In her letter to President Barroso dated 24 January 2011, Mrs Meglena Kuneva informed the Commission about her intention to accept a non-remunerated position, and without management responsibilities, as member of the 'European Group' within the Trilateral Commission.

The Trilateral Commission is a non-governmental, policy-oriented discussion group composed of personalities from Europe, North America, and Pacific Asia. It was formed in 1973 to foster closer cooperation among these areas of the world. Its members do not hold posts in their national administrations. Its 'European Group' continues to widen in line with the enlargement of the EU. Former Commissioner Mario Monti is the current 'European Chairman' and thus member of the Trilateral Commission's Executive Committee. The 'European Group' gathers many high-level European personalities, including five other former Commissioners (Lord Brittan of Spennithorne, Yves-Thibault de Silguy, Lord Patten of Barnes, Peter Sutherland and Lord Mandelson).

Further to the consultation of the competent Commission services, it has been concluded that Mrs Kuneva's membership of the Trilateral Commission does not appear to present any risk of conflict of interests with her former portfolio and does not entail any incompatibility with article 245(2) of the TFEU.

The Commission is requested to endorse this view.

Bruxelles, le 1^{er} février 2011

SEC(2011) 1946

OJ 1946, point 2

Note à l'attention des Membres de la Commission

**Résultats de la réunion hebdomadaire
des chefs de cabinet du 31 janvier 2011**

(...)

**7.3 SG – APPLICATION DU CODE DE CONDUITE DES
COMMISSAIRES – ACTIVITES APRES CESSATION DE FONCTION**

(SEC(2011) 157)

Il y a accord parmi les chefs de cabinet sur la proposition présentée en séance par le chef de cabinet de M. le PRESIDENT.