

German Bundestag

21.Legislative period

Committee on Legal Affairs and Consumer Protection

xx. May 2026

Amendment

by the CDU/CSU and SPD political groups

on the draft Act of the Federal Government

Compilation of

the draft Act on the expansion of online notarial procedures in company and registry law, the digitalisation of certificates of good conduct, and the extension of the application deadline for soldiers seeking compensation for discrimination under public service law

– Document 21/4782 –

with the decisions of the Committee on Legal Affairs and Consumer Protection (6th Committee)

Draft	Decisions of the 6th Committee
Draft Act of the Federal Government	Draft Act of the Federal Government
Draft Act on the extension of on-line notarial procedures in company and registry law, <i>the digitalisation of certificates of good conduct, and the extension of the application deadline for soldiers seeking compensation for discrimination under public service law</i>	Draft Act on the Extension of On-line Notarial Procedures in Company and Registry Law
Dated...	Dated...
The Federal Parliament has adopted the following act:	The Federal Parliament has adopted the following act:
Article 1	Article 1
Amendment to the Civil Code	Amendment to the Civil Code
The <i>Civil Code</i> as promulgated on 2 January 2002 (Federal Law Gazette I p. 42, 2909; 2003 I p. 738), last amended by Article 1 of the Act of 17 July 2025 (Federal Law Gazette 2025 I, No. 163), is amended as follows:	The Civil Code, as promulgated on 2 January 2002 (Federal Law Gazette I p. 42, 2909; 2003 I p. 738), last amended by Article 1 of the Act of 29, March 2026 (Federal Law Gazette 2026 I, No. 83), is amended as follows:
§ 77 is replaced by the following § 77:	Unchanged

Annex 1

Draft	Decisions of the 6th Committee
'§ 77	
Persons required to register and form of registration	
(1) Applications for entry in the register of associations are made by members of the board of directors or by the liquidators authorised to represent the association in that respect, by means of a publicly certified statement. The same form is also required for a power of attorney for registration. The application and the power of attorney for the application may be submitted to the court in the original or as a certified copy. Instead of the original or certified copy of the power of attorney, a certificate from a notary public in accordance with § 21(3) of the Federal Code for Notaries (Bundesnotarordnung) may also be submitted.	
(2) Public notarisation by means of video communication in accordance with § 40a of the German Notarisation Act (Beurkundungsgesetz) is permitted.'	
Article 2	Article 2
Amendment to the Foundation Register Act	Amendment to the Foundation Register Act
The Foundation Register Act [Stiftungsregistergesetz] of 16 July 2021 (Federal Law Gazette I p. 2947, 2953) as <i>last</i> amended by..., shall be amended as follows:	The Foundation Register Act [Stiftungsregistergesetz] of 16 July 2021 (Federal Law Gazette I p. 2947, 2953), as amended by Article 34 of the Act of 8 December 2025 (Federal Law Gazette 2025 I No. 319) is amended as follows:
1. The heading of Section 1(1) is replaced by the following heading:	1. Unchanged

Draft	Decisions of the 6th Committee
'Subsection 1	
Registration authority and contents of the register.'	
2. §3(2) is replaced by the following paragraph 2:	2. Unchanged
'(2) The application must be certified by a public authority. The form prescribed in the first sentence is also required for an authorisation to file an application. Public notarisation by means of video communication in accordance with § 40a of the German Notarisation Act is permitted. The application and the power of attorney may be submitted to the registration authority in the original or as a publicly certified copy. Instead of the original or a publicly certified copy of the power of attorney, a certificate from a notary public in accordance with § 21(3) of the Federal Code for Notaries may also be submitted.'	
Article 3	Article 3
Amendment to the Commercial Code	Amendment to the Commercial Code
The Commercial Code, in the corrected version published in the Federal Law Gazette, Part III, No 4100-1, as last amended by Article 1 of the Act of 28 February 2025 (Federal Law Gazette 2025 I 69), is amended as follows:	The Commercial Code, in the corrected version published in the Federal Law Gazette, Part III, No 4100-1, as last amended by Article 4 of the Act of 4 February 2026 (Federal Law Gazette 2026 I 33), is amended as follows:
§ 12(1) is replaced by the following paragraph 1:	Unchanged

Draft	Decisions of the 6th Committee
'(1) Applications for registration in the commercial register are to be submitted electronically in a publicly certified form. Public notarisation by means of video communication in accordance with § 40a of the German Notarisation Act is permitted. The form prescribed in the first sentence is also required for an authorisation to file an application. Notarial establishment of the power of attorney may also be carried out by means of video communication in accordance with § 16a to § 16e of the German Notarisation Act; in this case, powers of attorney for declarations to authorities and courts which do not require the notarial form may be recorded in the electronic record. Instead of the power of attorney, a certificate from a notary public in accordance with § 21(3) of the Federal Code for Notaries may also be submitted. The legal successors of a party, to the extent possible, are to furnish proof of succession by means of public documents.'	
Article 4	Article 4
Amendment to the Stock Corporation Act	Amendment to the Stock Corporation Act
The Stock Corporation Act (Aktiengesetz) of 6 September 1965 (Federal Law Gazette I p. 1089), as last amended by Article 18 of the Act of 23 October 2024 (Federal Law Gazette 2024 I No. 323) is amended as follows:	The Stock Corporation Act (Aktiengesetz) of 6 September 1965 (Federal Law Gazette I p. 1089), as last amended by Article 23 of the Act of 4 February 2026 (Federal Law Gazette 2026 I 33), is amended as follows:
1. §23(1) is replaced by the following paragraph 1:	1. Unchanged

Draft	Decisions of the 6th Committee
'(1) The articles of association must be certified by a notarial act. Notarial certification of the articles of association may also be conducted via video communication in accordance with § 16a to § 16e of the German Notarisation Act, unless other formal requirements preclude it. The second sentence shall apply mutatis mutandis to declarations of intent and decisions taken unanimously which do not require the notarial form; they shall be recorded in the electronic record established in accordance with the second sentence. Authorised representatives require a power of attorney drawn up or certified by a notary public. Notarial establishment of power of attorney may also take place by means of video communication in accordance with § 16a to § 16e of the German Notarisation Act.'	
2. The following sentence shall be inserted after § 30(1) sentence 2:	2. Unchanged
'If the appointment decision is taken unanimously, notarisation may also be effected by means of video communication in accordance with § 16a to § 16e of the German Notarisation Act; it must be recorded in the electronic record drawn up in accordance with the second sentence of § 23(1).'	
3. § 280(1) is replaced by the following paragraph 1:	3. Unchanged

Draft	Decisions of the 6th Committee
'(1) The articles of association must be certified by a notarial act. Notarial certification of the articles of association may also be conducted via video communication in accordance with § 16a to § 16e of the German Notarisation Act, unless other formal requirements preclude it. The instrument shall state, in the case of nominal shares, the nominal value, in the case of ordinary shares, the number, the issue amount and, where there are several classes, the class of shares which each party accepts. The second sentence shall apply mutatis mutandis to declarations of intent and decisions taken unanimously which do not require the notarial form; they shall be recorded in the electronic record established in accordance with the second sentence. Authorised representatives require a power of attorney drawn up or certified by a notary public. Notarial establishment of power of attorney may also take place by means of video communication in accordance with § 16a to § 16e of the German Notarisation Act.'	
Article 5	Article 5
Amendment to the Act on Limited Liability Companies	Amendment to the Act on Limited Liability Companies
The Act on Limited Liability Companies (Gesetz über die Gesellschaften mit beschränkter Haftung), as published in the Federal Law Gazette, Part III, No 4123-1, as last amended by Article 21 of the Act of 23 October 2024 (Federal Law Gazette 2024 I No. 323) is amended as follows:	The Act on Limited Liability Companies (Gesetz über die Gesellschaften mit beschränkter Haftung), as published in the Federal Law Gazette, Part III, No 4123-1, as last amended by Article 21 of the Act of 23 October 2024 (Federal Law Gazette 2024 I No. 323) is amended as follows:
	1. § 15 is amended as follows:
	a) The following sentences are inserted after paragraph 3, sentence 1:

Draft	Decisions of the 6th Committee
	'Notarial establishment of power of attorney may also take place by means of video communication in accordance with § 16a to § 16e of the German Notarisation Act. The notary shall only authenticate a document via video communication in accordance with § 16a to § 16e of the Notarisation Act if both the vendor and the purchaser have received legal advice. Evidence of legal advice shall be deemed to have been provided if the party concerned assures the notary that they have received legal advice regarding the power of attorney. A statement confirming that legal advice has been sought should be included in the minutes.'
	b) Paragraph 4 sentence 1 is replaced by the following sentence:
	'An agreement establishing a shareholder's obligation to transfer a share in the company must also be in notarial form; the second to fifth sentences of paragraph 3 shall apply mutatis mutandis.'
1. §47(3) is replaced by the following paragraph 3:	2. Unchanged
'(3) Powers of attorney shall be valid only if they are in writing. Notarial establishment of power of attorney may also take place by means of video communication in accordance with § 16a to § 16e of the German Notarisation Act.'	
2. The following sentences are inserted after § 55(1), second sentence:	3. Unchanged
'The form specified in the first sentence shall also apply to the power of attorney to submit the declaration. Notarial establishment of power of attorney may also take place by means of video communication in accordance with § 16a to § 16e of the German Notarisation Act.'	

Draft	Decisions of the 6th Committee
Article 6	Article 6
<i>Amendment to the Act on the Central Criminal Register</i>	N/A
<i>The The Act on the Central Criminal Register in the version promulgated on 21 September 1984 (Federal Law Gazette I p. 1229, 1985 I p. 195), as last amended by Article 5 of the Law of 19 July 2024 (Federal Law Gazette 2024 I No. 245) is amended as follows:</i>	
1. <i>In § 1(2) sentence 1, after the reference 'Federal Ministry of Justice', the reference 'and consumer protection' shall be added.</i>	
2. <i>In § 5(1)(1), after the words 'place of birth', the words 'state of birth' are inserted.</i>	
3. <i>§ 21a(1) is amended as follows:</i>	
a) <i>In point 7, the text '30b.' is replaced by the text '30b,'.</i>	
b) <i>After point 7, the following point 8 is inserted:</i>	
'8. <i>the indication whether information has been provided with entries.'</i>	
4. <i>In § 25(2) sentence 2, after the reference 'Federal Ministry of Justice', the reference 'and Consumer Protection' shall be added.</i>	
5. <i>After § 30c, the following § 30d is inserted:</i>	
<i>§ 30d</i>	
<i>Digital certificate of good conduct</i>	
<i>(1) If the certificate of good conduct is applied for electronically (§ 30c), it will be issued in digital form (digital certificate of good conduct) if</i>	

Draft	Decisions of the 6th Committee
1. <i>the applicant requests it; and</i>	
2. <i>it is not a certificate of good conduct to be submitted to a public authority (§ 30(5)).</i>	
(2) <i>The digital certificate of good conduct is issued by making it available for retrieval via the applicant's user account pursuant to the first sentence of § 3(1) of the Online Access Act (Onlinezugangsgesetz). Granting by other means is not permitted.</i>	
(3) <i>Issuance by the registration authority, the date of issue and the authenticity of the digital certificate of good conduct can be verified electronically.</i>	
(4) <i>The registration authority shall regulate the details of the provision referred to in the first sentence of paragraph 2 and of the verification referred to in paragraph 3.'</i>	
6. <i>In § 39(3) sentence 2, after the reference 'Federal Ministry of Justice', the reference 'and consumer protection' shall be added.</i>	
7. <i>The words 'and consumer protection' shall be inserted after the words 'Federal Ministry of Justice' in the first sentence of § 42a(1a) in the information before point 1.</i>	
8. <i>§44a is amended as follows:</i>	
a) <i>The heading is replaced by the following heading:</i>	
<i>‘§ 44a</i>	
<i>Measures for the purpose of witness protection.'</i>	
b) <i>In paragraph 1, paragraph 2 sentence 2 and paragraph 3 sentence 1 and 3, 'witness protection unit' is replaced by 'witness protection service unit'.</i>	
c) <i>The following Paragraph 4 is inserted after Paragraph 3:</i>	

Draft	Decisions of the 6th Committee
<i>'(4) At the request of a witness protection agency, the registration authority may temporarily alter entries relating to a person requiring protection in order to establish or maintain a temporarily changed identity using the data provided by the witness protection agency, and may process the altered data if the witness protection agency informs the registration authority that this is necessary to protect the person as a witness. Assessment by the witness protection service that the measure is necessary is binding on the registration authority. The registration authority shall comply with the request, unless conflicting public interests or the interests of third parties worthy of protection prevail.'</i>	
<i>d) The previous paragraph 4 becomes paragraph 5.</i>	
<i>9. In § 49(3) sentence 2, after the reference 'Federal Ministry of Justice', the reference 'and Consumer Protection' shall be added.</i>	
<i>10. §53(1)(1) is replaced by the following § 53(1)(1):</i>	
<i>'1. is not to be included in the certificate of good conduct or only in a certificate of good conduct for public authorities (§ 30(5), § 31) or'.</i>	
<i>11. In § 55(2) sentence 4, after the reference 'Federal Ministry of Justice', the reference 'and Consumer Protection' shall be added.</i>	

Draft	Decisions of the 6th Committee
Article 7	Article 7
<i>Amendment to the Trade, Commerce and Industry Regulation Act</i>	N/A
<i>The Trade, Commerce and Industry Regulation Act (Gewerbeordnung), as promulgated on 22 February 1999 (Federal Law Gazette I p. 202), last amended by Article 9 of the Act of 27 December 2024 (Federal Law Gazette 2024 I No. 438) is amended as follows:</i>	
1. <i>The table of contents is amended as follows:</i>	
a) <i>The wording for § 150a is replaced by the following wording:</i>	
<i>‘§ 150a Information to public authorities’.</i>	
b) <i>The wording for § 155a is replaced by the following wording:</i>	
<i>‘§ 155a Measures for the purpose of witness protection’.</i>	
2. <i>The heading of § 150a is replaced by the following heading:</i>	
<i>‘§ 150a</i>	
<i>Information to public authorities’.</i>	
3. <i>In § 150c(1), first sentence, the words ‘and consumer protection’ shall be inserted after the words ‘Federal Ministry of Justice’.</i>	
4. <i>§ 153c sentence 1 is replaced by the following sentence:</i>	
<i>‘Detailed provisions governing the structure of the register shall be laid down by the Federal Ministry of Justice and Consumer Protection in agreement with the Federal Ministry for Economic Affairs and Energy.’</i>	

Draft	Decisions of the 6th Committee
5. § 155a is replaced by the following § 155a:	
‘§ 155a	
<i>Measures for the purpose of witness protection</i>	
<i>§ 44a of the Act on the Central Criminal Register and the Educative Measures Register shall apply accordingly.’</i>	
Article 8	Article 8
<i>Amendment to the Act on the rehabilitation of soldiers who were discriminated against under service regulations because of consensual homosexual acts, because of their homosexual orientation or because of their gender identity</i>	N/A
<i>Act on the rehabilitation of soldiers who were discriminated against under service regulations because of consensual homosexual acts, because of their homosexual orientation or because of their gender identity of 16 July 2021 (Federal Law Gazette I, p. 2993), is amended as follows:</i>	
<i>In § 3(3), first sentence, the word ‘five’ is replaced by the word ‘ten’.</i>	
Article 9	Article 6
Entry into force	Entry into force
(1) This Act, subject to paragraphs 2 to 4, shall enter into force on <i>the day after its promulgation</i> .	(1) This Act, subject to paragraph 2, takes effect on 1 January 2027 .
(2) Article 8 shall enter into force on <i>24 July 2026</i> .	(2) Article 2 shall enter into force on 1 January 2028 .

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<i>(3) Articles 1, 3 to 5 and 6 point 5 shall enter into force on 1 October 2026.</i>	N/A
<i>(4) Article 2 shall enter into force on 1 January 2028.</i>	N/A

Justification for the explanatory statement

A. General

In the public hearing held by the Committee on Legal Affairs and Consumer Protection on 4 May 2026, the experts expressed different views on the question of whether the online notarial procedure should also be extended to other company law processes and which processes are suitable for this purpose.

Whilst concerns were raised during the hearing regarding the absence of provisions governing the granting of powers of attorney for funding rounds, the Committee does not consider it necessary to amend the draft act. In the case of both the formation of a limited liability company and the unanimous amendment of its articles of association, commitments to transfer shares in the company, other declarations of intent which do not require notarial authentication and decisions taken unanimously may also be recorded in the online procedure (first, third and fourth sentences of § 2(3) and the second sentence of § 53(3) of the GmbHG). Powers of attorney for the formation of a company (§ 2(2), second sentence, of the GmbHG), powers of attorney for voting (§ 47(3), second sentence, of the GmbHG-E) and powers of attorney for declaring the acquisition of company shares (§ 55(1), fourth sentence, of the GmbHG-E) granted via the online procedure may also be issued in accordance with § 2(3), first sentence, second clause, sentence 3 and 4 of the GmbHG-E. Accordingly, powers of attorney can also be granted for financing rounds in the online procedure.

However, the committee considers it appropriate to extend the scope of the online notarial procedure to the transfer of shares in a GmbH at this stage, provided that both parties to the contract have received legal advice. Further expansions are to be considered in the near future. The Federal Government's evaluation is therefore to take place within two years of the Act coming into force, rather than the four years provided for in the Government's draft bill. The Committee asks the Federal Government to consider a further extension of the scope of the notarial online procedure no later than two years after the entry into force of the Act in the light of this evaluation and to report back to the Committee.

Only amendments recommended by the Committee on Legal Affairs and Consumer Protection compared to the original version of the draft Act are explained below. Insofar as the committee recommends that the draft act be adopted without amendment, reference is made to the relevant explanatory memorandum in Parliamentary Paper 21/4782.

B. Regarding individual provisions

Re Article 5 (Amendment to the Act on private limited companies)

Re point 1 (Amendment to § 15 of the GmbHG)

The provision in § 15(3), sentences 2 to 5, and § 15(4), sentence 1, second clause, of the draft GmbHG will in future allow the notarisation of transfers of shares by means of video communication. However, this is subject to the condition that both the seller and the purchaser have received legal advice. This provision is a rule of notarial procedure which must be complied with in all cases. As this is a discretionary provision, a breach of it does not render the notarisation invalid, but does constitute a breach of official duty on the part of the notary who carried out the notarisation.

Business share agreements impose special requirements on the notary due to the conflicting interests of the parties involved. According to the current state of play, these cannot be adequately mapped in the online procedure. Against this background, it currently seems that including transfers of shares within the scope of online notarial procedures only makes sense if both the seller and the purchaser have received legal advice. Legal advice from both parties does not replace the involvement of a notary. Legal advice from a solicitor and advice from a notary are not functionally comparable. Legal advice cannot replace the notary's duties, namely ascertaining the parties' intentions, reliably identifying them, and providing neutral and independent legal advice in their capacity as holders of public office. However, the fact that lawyers are present on both sides during the proceedings helps to structure the notarisation process, meaning that allowing the online notarisation procedure in such cases appears justifiable.

Evidence of legal advice shall be deemed to have been provided where the relevant party assures the notary that they have received legal advice regarding the assignment. It is therefore not necessary for the respective party and their solicitor to be present (virtually) at the same time during the online notarisation. A consultation on the final contract text is also not necessary. It is sufficient for legal advice to have been sought on a draft of the assignment agreement. The notary shall include in the notarial record that proof of legal advice has been provided by means of a declaration confirming that such advice was given. The notary has no further obligations to verify or investigate matters in this respect.

Re Deletion of Articles 6 to 8

In order to ensure the timely entry into force of the provisions contained in the former Articles 6 to 8, these are to be removed from the present draft and incorporated into the draft act on the promotion and modernisation of lawyer-notaryship.

Re Article 6 (new)

This is a consequential amendment resulting from the deletion of the previous Articles 6 to 8.