

ANALYSIS



Corporate and Commercial

Public access to personal details of minority shareholders in a company limited by shares

(CJEU, First Chamber, 3 September 2026; Case C-798/24 [Jautiva]¹⁾)

The Court of Justice of the European Union, in a reference for a preliminary ruling, has examined whether EU law precludes national legislation requiring public disclosure of personal data of shareholders (including minority shareholders) of a public limited company when access to such data is not subject to any requirement, such as proof of a legitimate interest.

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1. Background

§1. In the course of an appeal on constitutionality lodged by a group of natural persons, the Constitutional Court of Latvia made a request for a preliminary ruling to the Court of Justice of the European Union (“CJEU”). The referred questions stemmed from the provisions of Article 235 of the Latvian Code of Commerce and Article 4 of the Latvian Registry of Companies Act. The former provides for the recording in the register of interests in shares of certain information regarding shareholders and their shareholdings. In the case of natural persons, this information includes personal details (including a contact address). And, regardless of whether the shareholder is a natural or legal person, the disclosed information includes the shareholder’s email address (if the shareholder has requested that it be used by the company to communicate with him, her or it); the class, number, and nominal value of their shares; and the number of votes attached to those shares. For its part, the latter of the aforementioned articles provides that all such information relating to the shareholders of public limited companies shall be made available to the public. It is important to note that, pursuant to the same article, the same information is to be available online and may be downloaded in bulk, including by any unidentified user.

§2. According to the appellants in the Constitutional Court proceedings (minority shareholders who were neither “beneficial owners”, nor the persons responsible for the company’s administration or management, nor able to exercise any control over

it), their national law offered no justification whatsoever for the requirement to publicly disclose information regarding shareholders and to treat it as information accessible by the public at large. They added that, once the information was disclosed, it was no longer possible to place any restrictions on its subsequent use and there is a high risk of it being used for dishonest purposes such as fraud, extortion, or blackmail. For its part, the Latvian Parliament held that the disputed provision (the relevant portion of the aforementioned Article 4 of the Registry of Companies Act) was in accordance with the Latvian Constitution. In its view, the limitation of fundamental rights is legitimate when it aims to ensure a transparent business environment and protect the interests of third parties, prevent money laundering and the financing of terrorism, and provide the information necessary for the implementation of national, international, and EU sanctions. It further held that, in order to achieve these objectives, it is necessary for any person to be able to access the information in question without delay and without being required to demonstrate a legitimate interest for that purpose.

§3. During the proceedings, the Latvian Government, the Polish, Finnish, Swedish, and Norwegian Governments, the European Parliament, the Council of the European Union, and the European Commission submitted observations (the observations submitted by the Swedish Government, the Parliament, and the Council concerned only the first and second questions referred for a preliminary ruling, to which we will now turn below).

¹ According to the European Union’s website, the title of this case is fictitious; it does not correspond to the title used by any party in the proceedings.

2. The referred questions

§ 4. In this context, the Constitutional Court referred the following questions for a preliminary ruling:

- 1) Must the concept of persons who “take part in the administration, supervision or control of the company”, used in Article 14(d) of Directive 2017/1132, be interpreted as referring to any shareholder in a public limited liability company, with the result that a Member State is obliged to disclose the information relating to every shareholder in a public limited company and make it publicly available in the register in accordance with Article 16(3) of Directive 2017/1132?
- 2) If the first question is answered in the affirmative, is Article 14(d) (ii) of Directive 2017/1132, in so far as it provides for the disclosure of particulars relating to every shareholder in a public limited liability company, valid in the light of the right to respect for private and family life guaranteed by Article 7 of the Charter and the right to the protection of personal data guaranteed by Article 8 thereof?
- 3) Must Article 5(1)(b) of the [GDPR] be interpreted as meaning that processing the personal data of shareholders in a public limited liability company may serve the purpose, in the first place, of ensuring a transparent business environment and protecting the interests of third parties; in the second place, of preventing money

laundering and [terrorist and proliferation financing]; and, in the third place, of providing the information necessary for the enforcement of national, international and [EU] sanctions?

- 4) Do the principles established in Article 5(1) of the [GDPR] allow for the establishment, in the interests of those purposes, of national legislation under which any person may obtain the personal data of any shareholder in a public limited liability company without being obliged to demonstrate a legitimate interest in obtaining such data?

3. Scope of Article 14d of Directive 2017/1132

§ 5. Article 14(d) of Directive (EU) 2017/1132 of the European Parliament and of the Council of 14 June 2017 relating to certain aspects of company law provides as follows:

Member States shall take the measures required to ensure compulsory disclosure by companies of at least the following documents and particulars:

[...]

- d) the appointment, termination of office and particulars of the persons who either as a body constituted pursuant to law or as members of any such body:
 - i) are authorised to represent the company in dealings with third parties and in legal proceedings; it shall be apparent from the disclosure whether the persons au-

thorised to represent the company may do so alone or are required to act jointly,

- ii) take part in the administration, supervision or control of the company

§ 6. As the CJEU explains, by its first question, the referring court asks, in essence, whether Article 14(d) of Directive 2017/1132 must be interpreted as requiring the disclosure of information relating to all the shareholders of the companies covered by that provision, including the minority shareholders of such companies.

§ 7. Well, as seems quite clear, the ruling in question stated (after an “over-argumentation” that is to some extent counter-productive, because it weakens the force of the conclusion) that the provision in question does not apply to the company’s shareholders. Indeed, shareholders are neither appointed nor removed from office; their legal status must not be confused with that of directors and company representatives; no provision of the directive requires disclosure of changes in the company’s shareholder composition; lastly, the disclosure of data relating to all the shareholders of public limited liability companies and, in particular, to their minority shareholders does not appear to serve any useful purpose in the light of the objective of protecting the interests of third parties and legal certainty, and cannot therefore be justified by that objective (minority shareholders are not, in principle, authorised to represent a public limited company, to bind it vis-à-vis third parties, or to perform management and supervisory functions, unlike members of the administrative

and management bodies of such a company).

§ 8. In light of the foregoing, the CJEU held that the aforementioned Article 14(d) of Directive 2017/1132 “must be interpreted as not requiring the disclosure of information relating to all the shareholders of the companies covered by that provision, including the minority shareholders of such companies”.

§ 9. It is important to note that Articles 13 through 28 of Directive 2017/1132 apply to both public limited companies and private limited companies (Art. 13 and Annex II). Therefore, the CJEU’s ruling on the interpretation of Article 14(d) in its decision on the first question (concerning a public limited company) may be extended, *mutatis mutandis*, to private limited liability companies.

§ 10. Obviously, given the terms in which the second question was framed, it was inappropriate to rule on it.

4. Scope of Articles 5 and 6 of the General Data Protection Regulation

§ 11. The CJEU examined the third and fourth questions referred for a preliminary ruling together; these focused on Articles 5 and 6 of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (‘GDPR’ or ‘General Data Protection Regulation’). Essentially, the referring court asked whether those articles must be interpreted as precluding national legislation that requires personal data relating to all shareholders, including mi-

nority shareholders, of public limited companies to be made available to the public, where access to such data is not subject to any conditions, such as demonstrating a legitimate interest. As noted above (*supra*, § 1), in the case at hand, this would involve data relating to the identity and contact details of each shareholder, the class, number and nominal value of the shares held by that shareholder, and the number of votes attaching to those shares. All of this is in light of the objectives pursued by the contested national legislation: a) to ensure a transparent business environment so as to protect the interests of third parties; b) to prevent money laundering, the financing of terrorism, and the proliferation of weapons of mass destruction; and c) to provide the information necessary for the implementation of national, international, and EU sanctions.

4.1. General principles and rules derived from applicable EU Law

§12. In the case at hand, it was not disputed that the legal obligation established by Latvian law to make information about the shareholders — natural persons — of public limited companies available to the general public constitutes a form of *personal data* processing for the purposes of Union law (Art. 4(1) and (2) of the GDPR).

§13. Article 5(1) of the General Data Protection Regulation provides as follows regarding personal data:

a) Personal data must be processed lawfully, fairly, and in a transparent manner in relation to the data

subject ('lawfulness, fairness and transparency').

- b) Personal data must be collected for specified, explicit and legitimate purposes and must not be further processed in a manner that is incompatible with those purposes ('purpose limitation'). This means, first, that the purposes of the processing must be determined no later than at the time of collection of the personal data; second, that the purposes of the processing must be clearly stated; and, finally, that the purposes of the processing must ensure, in particular, the lawful processing of such data for the purposes of Article 6 of the General Data Protection Regulation.
- c) Personal data must be adequate, relevant and limited to what is necessary in relation to the purposes for which they are processed ('data minimisation').
- d) Personal data must be accurate and, where necessary, kept up to date; every reasonable step must be taken to ensure that personal data that are inaccurate, having regard to the purposes for which they are processed, are erased or rectified without delay ('accuracy').
- e) Personal data must be kept in a form that permits identification of data subjects for no longer than is necessary for the purposes for which the personal data are processed ('storage limitation').

- f) Personal data must be processed in a manner that ensures appropriate security of the personal data, including protection against unauthorised or unlawful processing and against accidental loss, destruction or damage, using appropriate technical or organisational measures ('integrity and confidentiality').

§14. For its part, Article 6(1) of the General Data Protection Regulation lists a set of conditions, at least one of which must be met for the processing of personal data to be lawful. The first basis for lawfulness occurs, logically, when the data subject consents to the processing of their personal data for one or more specific purposes. However, in the absence of such consent, other circumstances (the remaining ones listed in the aforementioned Article 6(1) of the Regulation) may come into play that can justify the processing of personal data (although they must be interpreted narrowly). For the purposes at hand, such processing of personal data will be justified when it "is necessary for compliance with a legal obligation to which the controller is subject" (Art. 6(1)(c)). In turn, the legislation (Latvian law, in this case) establishing such an obligation (the "legal basis") must specify the purpose of that data processing (Art. 6(3) GDPR) and, as the CJEU notes, must serve a public interest objective and be proportionate to the legitimate purpose pursued. In this regard, it should be noted that the Advocate General (Opinion, para. 45) pointed

out that it had not become clear in the proceedings whether the "legal basis" (Latvian law) actually specified the purposes of the intended processing of the shareholders' personal data (and noted that it is for the referring court to verify whether this requirement is satisfied).

§15. In addition to all this, the fundamental rights to respect for private life and protection of personal data (Articles 7 and 8 of the Charter of Fundamental Rights of the European Union — the Charter) may be restricted by law, provided that their essence is respected and the principle of proportionality is observed. And the proportionality of the measures which result in interference with the rights guaranteed in Articles 7 and 8 of the Charter requires compliance not only with the requirements of appropriateness and of necessity but also with that of the proportionate nature *stricto sensu* of those measures in relation to the objective pursued. All of this implies, on the one hand, that where there is a choice between several measures appropriate to meeting the legitimate objectives pursued, recourse must be had to the least onerous; and, on the other hand, that it must be ensured that the importance of the public interest objective pursued by the fundamental right limitation is proportionate to the severity of the interference entailed. Furthermore, the "legal basis" (national legislation in our case) must also lay down clear and precise rules governing the scope and application of the measures provided for and imposing minimum safeguards, so that

data subjects have sufficient guarantees effectively to protect their personal data against the risk of abuse, thereby ensuring that the interference is limited to what is strictly necessary.

4.2. Examination of the contested national legislation

§16. The CJEU, first, recalled that the communication of personal data to a third party, including the making available of such data, constitutes an *interference* with the fundamental rights enshrined in Articles 7 and 8 of the Charter, whatever the subsequent use of the information communicated. Second, it clarified that it does not matter whether the information in question relating to private life is sensitive or whether the persons concerned have been inconvenienced in any way on account of that interference.

§17. In the case at hand, the interference is provided for by law (*supra*, §§ 1 and 14; Art. 6.1(c) GDPR), but it was necessary to measure the seriousness of that interference with the fundamental rights affected and to verify that the importance of the public interest pursued by that legislation is proportionate to that seriousness.

§18. Regarding the first point, the CJEU noted that the information made available to the public is capable of enabling a profile to be drawn up concerning, *inter alia*, the state of the wealth of the person concerned and the economic sectors and specific undertakings in which he or she

has invested. It also found that, under the legislation at issue, the data are then accessible to a potentially unlimited number of persons, with the result that their processing is liable to enable those data to be freely accessed also by persons who, for reasons unrelated to the objective pursued by making those data available, seek to find out about, *inter alia*, the material and financial situation of such a shareholder (all the easier when that data can be consulted on the internet). It further noted that the potential consequences for the data subjects resulting from possible abuse of their data are exacerbated by the fact that, once those data have been made available to the public, they can not only be freely consulted, but also retained and disseminated and that, in the event of such successive processing, it becomes increasingly difficult, or even illusory, for those data subjects to defend themselves effectively against abuse.

§19. In short, the disclosure of data provided for under Latvian national law constitutes a *serious interference* with the fundamental rights to respect for private life and protection of personal data.

§20. Having established the foregoing, it was necessary to examine whether Latvian legislation complied not only with the requirements of appropriateness and of necessity, but also with that of the proportionate nature of the measure in relation to the objectives pursued (see above, § 11). The CJEU held that the three objectives pursued by the contested

national legislation — ensuring a transparent business environment to protect the interests of third parties, preventing money laundering and the financing of terrorism, and providing the information necessary for the implementation of sanctions — can be classified as objectives of general interest recognised by the European Union. And, to that extent, as the Advocate General noted in his Opinion (paragraphs 49—52), they constitute legitimate objectives capable of justifying even *serious interferences* with the fundamental rights enshrined in Articles 7 and 8 of the Charter provided they respect the principle of proportionality.

§21. In this regard, and as we have already noted (see above, § 7), the CJEU held that the disclosure of data relating to all the shareholders of public limited companies and, in particular, to their minority shareholders does not appear to serve any useful purpose in the light of the objective of ensuring a transparent business environment in the interest of third parties. Indeed, since minority shareholders are not, in principle, authorised to represent a public limited liability company, to bind it vis-à-vis third parties, or to perform management and supervisory functions, the data relating to all those shareholders appear to be irrelevant to those third parties. Consequently, legislation such as that at issue is neither *appropriate* nor *necessary* to attain that objective and cannot, therefore, justify the *serious interference* with the rights guaranteed by Articles 7 and 8 of the Charter.

§22. On the other hand, as regards the objective of general interest consisting in preventing money laundering and the financing of terrorism, it must be held that the public's access to the data concerned is capable of contributing to the attainment of that objective. In fact, this objective might, in general, be capable of justifying interference, even serious interference, with shareholders' fundamental rights. However, such access could not be regarded as *strictly necessary* in this case, given that the objective can reasonably be achieved just as effectively by other means less restrictive of the rights guaranteed by Articles 7 and 8 of the Charter. In any event, and with regard to this specific matter, it does not appear strictly necessary for shareholders' personal data to be accessible to any person, without that person being required to demonstrate a legitimate interest. This is all the more true given that these are minority shareholders who do not have the status of "beneficial owners"; it should be recalled that, in its Judgment of 22 November 2022 (C-37/20 and C-601/20, EU:C:2022:912; 'the judgment in Luxembourg Business Registers'), the CJEU had already held that a rule requiring Member States to make information on beneficial ownership available to the general public was invalid.

§23. Furthermore, the CJEU clarified that any practical difficulties associated with verifying the existence of a legitimate interest are not such as to demonstrate that an interference with the fundamental rights guaranteed by the Charter is strictly necessary.

Limitations on the right to personal data protection may be imposed provided they are established by law and respect the essence of that right and the principle of proportionality

Furthermore, the *Luxembourg Business Registers* judgment had already established that the possible existence of difficulties in precisely defining the circumstances and conditions under which the public may access information on “beneficial ownership” (in short, the difficulty of defining the concept of *legitimate interest*) cannot justify the EU legislature providing for access by the general public to such information. Furthermore, Latvian legislation was not accompanied by sufficient safeguards to protect data subjects effectively against the risk of abuse (see above, § 15). Therefore, from the perspective of the aforementioned objective, the contested legislation was not only *unnecessary* but also *disproportionate*.

§24. Lastly, as regards the objective of general interest consisting in providing the information necessary for the implementation of sanctions (see above, § 11), the contested legislation may be *appropriate*; however, as in the previous case, public access to this data is not *strictly necessary* to achieve that objective. Furthermore, as was also the case with the purpose of combating money laundering and preventing the financing of terrorism, there is a lack of *proportionality* given the nature of the fundamental

rights at stake and the absence of sufficient safeguards to protect data subjects effectively against the risks of abuse.

§25. In conclusion, the CJEU ruled that Articles 5 and 6 of the General Data Protection Regulation must be interpreted as follows:

... as precluding national legislation which requires personal data relating to all the shareholders, including minority shareholders, of public limited liability companies relating to the identity and contact details of each shareholder, the class, number and nominal value of the shares held by that shareholder, and the number of votes attaching to those shares, to be made available to the public in order to ensure a transparent business environment so as to protect the interests of third parties, prevent money laundering and the financing of terrorism and the proliferation of weapons of mass destruction, and provide the information necessary for the implementation of national, international and EU sanctions, where access to such data is not subject to any conditions, such as demonstrating a legitimate interest.

5. Concluding remarks

The judgment of the CJEU that we have summarised allows us to draw several lessons regarding the regime for the public disclosure of data on shareholders of companies limited by shares:

- 1) European Union law does not require the publication of information on all shareholders of companies limited by shares, including minority shareholders.
- 2) The provision in national laws requiring the publication of shareholders' personal data raises a problem of compatibility with the rights to respect for private life and to the protection of personal data (Articles 7 and 8 of the Charter of Fundamental Rights of the European Union).
- 3) It must be borne in mind that the disclosure of personal data to third parties (including making such data available) constitutes an interference with the aforementioned fundamental rights, regardless of how the information is subsequently used, whether or not it is of a sensitive nature, and whether or not the data subjects have suffered any harm as a result of such interference.
- 4) Although national legislation may impose limitations on these rights (which are not absolute), the appropriateness, necessity and proportionality of the measures adopted must be assessed in light of the objectives pursued. To assess their appropriateness, it must be examined whether the measure is useful and appropriate for achieving

those objectives. And to assess its necessity, it must be analysed whether the intended purpose could be effectively achieved by alternative means that involve less severe infringements on the rights in question.

- 5) Therefore, in general terms, national legislation that allows access to the personal data of company shareholders contained in a public register (such as name, address, class, number and nominal value of shares, and the number of votes attached) may be in compliance with European law. However, for this to be the case, such a measure must serve a public interest objective recognised by the Union and, furthermore, as noted, that *interference* with the fundamental rights to respect for private life and the protection of personal data must be appropriate, strictly necessary and proportionate to the objectives pursued.
- 6) In this specific case, the CJEU ruled that, when the objectives are those referred to in the previous observation (that is, ensuring a transparent business environment so as to protect the interests of third parties, prevent money laundering and the financing of terrorism and the proliferation of weapons of mass destruction, and provide the information necessary for the implementation of national, international and EU sanctions), national legislation will not be in conformity with Union law if it allows any person, without the need to demonstrate a legitimate interest, access to the personal data of shareholders (because it is not *strictly necessary* for such data

to be available to any person without any requirements being imposed). It should be noted, in this regard, that the responsibility for verifying the existence of such an interest lies with the controller of the personal data in question. Furthermore, any practical difficulties in verifying the existence of a legitimate interest in accessing personal data are not sufficient to justify the legislation unconditionally permitting such access to any person.

- 7) Finally, it is important to note something obvious: the fact that national legislation does not conflict with EU law does not necessarily mean that it is truly appropriate for achieving the intended purposes, nor that it is suitable and sound, nor that it is free from drawbacks, nor that it is technically flawless, nor that it does not clash with the rest of the national legal system... The assessment of all these aspects takes place on levels distinct from that of their conformity with European law.