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DECISION OF THE EUROPEAN COMMISSION

**on Former Commissioner Johannes Hahn's post term of office professional activity as
executive director of 'Hahn Management & Beteiligung GmbH'**

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THE EUROPEAN COMMISSION,

Having regard to the Treaty on European Union,

Having regard to the Treaty on the Functioning of the European Union,

Having regard to the Treaty establishing the European Atomic Energy Community,

Having regard to the Commission Decision of 31 January 2018 (C(2018) 700 final) on a Code of Conduct for the Members of the European Commission, and in particular Article 11(3) thereof,

Whereas:

- 1) According to Article 245(2) of the Treaty on the Functioning of the European Union, the Members of the Commission, when entering upon 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.
- 2) Article 339 of the Treaty on the Functioning of the European Union provides that the Members of the institutions of the Union shall be required, even after their duties have ceased, not to disclose information of any kind covered by the obligation of professional secrecy, in particular information about undertakings, their business relations or their cost components.
- 3) Article 11 of the Code of Conduct for the Members of the European Commission establishes a specific procedure for the assessment of planned professional activities which the Members or former Members of the Commission intend to take up after they have ceased to hold office. The Commission shall examine the information provided in order to determine whether the nature of the planned activity is compatible with Article 245 of the Treaty on the Functioning of the European Union. If the planned activity is related to the portfolio of the Member or former Member, the Commission shall decide only after having consulted the Independent Ethical Committee unless the planned activity falls within the exceptions set out in paragraph 3, second subparagraph, litt. (a) to (f).

- 4) Article 12 of the Code of Conduct establishes that on request of the President, the Independent Ethical Committee shall advise the Commission on any ethical question related to the Code and provide general recommendations to the Commission on ethical issues relevant under the Code.
- 5) On 27 March 2025, Former Commissioner Hahn informed the Commission about his intention to establish a private company, 'Hahn Management & Beteiligung GmbH', of which he would become, for an unlimited duration, the executive director and, initially, its only employee.
- 6) Former Commissioner Hahn explained that the purpose of his company would be: (1) Project development, involving strategic project development and consulting (2) Acquisition, ownership and management of shareholdings in companies both domestic and international, as well as taking over management functions (3) Execution of business transactions and provision of services of any kind that are directly or indirectly related to the company's purpose and appear conducive to achieving the company's objectives, excluding banking transactions that require special authorisation.
- 7) As described by Former Commissioner Hahn, the envisaged activities do not appear particularly related to any of his former Commission portfolios held since February 2010 (Regional Policy from February 2010 to October 2014, European Neighbourhood Policy and Enlargement Negotiations from November 2014 to November 2019; Regional Policy again from July 2019 to November 2019 and Budget and Administration from December 2019 to November 2024). In line with Article 11(3) of the Code of Conduct for the Members of the European Commission, the Commission could therefore adopt its decision on this notification without previously requesting the Independent Ethical Committee's opinion.
- 8) Nevertheless, the potentially very broad range of activities covered by Former Commissioner Hahn's envisaged company, and all the more taking into account the large scope of his former Commission portfolios, raised the question of the compatibility of the profession of provider of services on project development, on acquisition, ownership, and management of shareholding in companies, and on execution of business transactions, with Article 245 of the Treaty on the Functioning of the European Union. This question arises, for example, as concerns the protection of confidentiality and discretion of sensitive information acquired by former Commissioners during their term(s) of office.

Consultation of the Independent Ethical Committee pursuant to Article 12 of the Code of Conduct

- 9) Against this background and on the basis of Article 12 of the Code of Conduct for the Members of the Commission, the Independent Ethical Committee was requested, on 7 April 2025, to provide an opinion on the compatibility in general with Article 245 of the TFEU of activities concerning: (a) Project development (strategic project development

- and consulting); (b) Acquisition, ownership and management of shareholding in companies both domestic and international; (c) Execution of business transactions.
- 10) More precisely, the Independent Ethical Committee was requested to provide its opinion on the two following questions:
- a) First question: *‘Is the profession of provider of services on project development, on acquisition, ownership and management of shareholding in companies and on execution of business transactions compatible with Article 245 of the Treaty on the Functioning of the European Union?’*
 - b) Second question, assuming that the reply to the first question would be globally or partly positive: *‘What are the appropriate conditions/restrictions which should be set in any Commission Decision authorising this profession, in order to ensure full compatibility with Article 245 of the Treaty on the Functioning of the European Union?’*
- 11) By requesting the Committee’s opinion on these two questions, the Commission intended to enable itself to adopt its decision on Former Commissioner Hahn’s specific notification and, in the future, on identical or comparable notifications covering the abovementioned activities.
- 12) The Committee delivered its opinion on 23 June 2025. The Committee: (i) recalled the context and the terms of the Commission’s consultation (mentioned above); (ii) recalled Former Commissioner Hahn’s successive portfolios, also mentioning his status, since 14 May 2025, as Special Adviser to the President as *‘Special Envoy for Cyprus, to contribute to the efforts of reaching a comprehensive settlement within the United Nations framework’*; (iii) established the facts regarding Former Commissioner Hahn’s envisaged activity (also mentioned above); (iv) recalled the legal context applicable; (v) recalled the balance which must be sought between former Commissioners’ right to work and the limitations derived from Article 245 of the Treaty on the Functioning of the European Union; and, (vi) replied sequentially to the two questions formulated by the Commission (cf. above, paragraph 10).

First question

- 13) As concerns the first question formulated by the Commission, the Committee first considered that a company whose purpose is formulated such as in Former Commissioner Hahn’s notification has a very broad and unspecified scope of activities. The Committee indeed noted that the purpose of Former Commissioner Hahn’s envisaged company includes several broad terms, such as *‘strategic project development’*, *‘consulting’*, *‘management functions’*, *‘execution of business transactions’* and *‘provision of services’*, which can designate all sorts of activities. The Committee inferred therefrom that the

specific activities to be undertaken by Former Commissioner Hahn's envisaged company would differ, depending on the list of clients, which is not known at this stage.

- 14) The Committee noted nevertheless that engaging in potentially broad activities is not, per se, incompatible with Article 245 TFEU. The Committee supported its position on this general consideration quoting two previous opinions, in which the Committee had considered that broad activities with unspecified lists of clients such as consulting or the profession of lawyer left room to perform activities compatible with Article 245 TFEU, provided specific conditions/restrictions are in place. The Committee noted that the activities encompassed in the present consultation would not lead, by their very nature, to a different overall conclusion.
- 15) The Committee thus replied to the Commission's first question, answering that an activity of executive director of a company with the abovementioned purpose is compatible with Article 245 TFEU, provided specific conditions/restrictions are in place.

Second question

- 16) The Committee went on, replying to the Commission's second question. In view of the reply given to the Commission's first question, the Committee examined the specific conditions or restrictions that would be necessary to ensure the compatibility of an activity such as notified by Former Commissioner Hahn with Article 245 TFEU.
- 17) The Committee sequentially examined the conditions or restrictions to be set under the following categories: (i) Restrictions on 'lobbying' or interest representation; (ii) restrictions based on the obligations of confidentiality and discretion ; (iii) restrictions based on the duties of collegiality and discretion ; (iv) restrictions based on the general duties of integrity and discretion.
- 18) As regards (i) the restrictions on 'lobbying' or interest representation, the Committee underlined in particular that the notion of 'lobbying', such enshrined in Article 11(4) of the Code of Conduct, is to be understood under the large scope deriving from Article 3 of the Interinstitutional Agreement between the European Parliament, the Council of the European Union and the European Commission of 20 May 2021. The Committee also noted that Article 11(4) of the Code restricts this prohibition to matters for which a former Member of the Commission was responsible within his or her portfolio. The Committee furthermore considered that this limited prohibition of lobbying is appropriate in case former Members perform a professional activity that requires, from time to time, representing the interests of the new employer towards the Commission, yet noting that the situation is different if former Members engage in lobbying activities through a company with the purpose such as the one aforementioned (cf above, paragraph 6). In this case, they could make use of their previous influential position in the Commission, with

which they were entrusted in order to pursue the general interest of the Union, to attract clients, and could capitalise on the experience, insights and relationships that they built within the Commission to exert influence for the benefit of specific individual interests. Given that Members of the Commission are well-known personalities and public persons associated with a wide range of EU policies and issues, the Committee considers that offering, and performing, lobbying services towards the Commission via a company with the abovementioned purpose would not be compatible with the principle of integrity established by Article 245 TFEU and the need to preserve public trust in the Commission. The Committee therefore considers that any former Member of the Commission who intends to offer services via a company with a purpose such as the one mentioned above should not offer lobbying services towards the Commission on any matter for a period of two years after ceasing to hold office.

- 19) As regards (ii) the restrictions based on the obligations of confidentiality and discretion, the Committee noted in particular that it is important that former Members who engage in an activity such as the one described above do not accept contracts which will necessarily lead to a conflict between the need to provide the appropriate service to the client and the obligation not to use confidential information or other sensitive information and insights obtained during the performance of their duties. The Committee added that former Members should not exploit any insights of a confidential or sensitive nature in policy, strategy or internal processes that they obtained during their term of office. This led the Committee to consider that former Members who envisage engaging in an activity such as the analysed in the present its opinion should not accept contracts that refer to areas in which they dispose of such information or insights and for which this information and these insights are essential.
- 20) As regards (iii) the restrictions based on the duties of collegiality and discretion, the Committee noted in particular that former Members cannot advise a client in a way that serves to question or contest decisions and activities that the Commission adopted or performed while they were a Member of the Commission themselves.
- 21) The Committee went on, (iv) mentioning various restrictions which should be established deriving from the duties of integrity and discretion. The Committee noted in particular: (a) that former Members who engage in an activity such as the one described above should not, on behalf of their company or its clients, contact the services previously under their portfolio responsibilities, including those held in a previous mandate; the Committee also considered (b) that former Commissioners exercising activities such as the ones described above should handle their contacts with Members or staff of the European Commission with particular care during the period of the activity in order to comply with the obligations arising under Article 245 TFEU and the Code of Conduct; the Committee moreover noted (c) that former Members who intend to engage in an activity such as the one described above should not accept any contract or conduct any activity in any area of

their previous responsibilities. The Committee noted that even when former Members change portfolio, they continue to participate in the Commission's collegial decision-making process, usually maintain contacts with staff of services previously under their responsibility and will unavoidably be perceived as being closely associated to the developments in the previous area of responsibility given the abovementioned collegial responsibility of the Commission. The Committee also esteemed (d) that former Members who intend to conduct an activity such as the one described above should not accept contracts in relation to any area for which they were responsible or (e) provide services to clients in relation to other policy areas, if these clients were major stakeholders in their former areas of portfolio responsibility. The Committee noted that '*Major stakeholder*' in this context is to be understood in terms of significance of the stakeholder for the specific market, significance of the impact of the Commission activities in this area on the stakeholder and significance of the involvement of the stakeholder in the EU decision-making process in this area such as lobbying activities towards the Commission.

- 22) The Committee explained that its proposed restriction regarding mandates and clients tackled the abovementioned risk of conflicting duties with regard to the protection of information and insights obtained during the term of office, also being intended to avoid that, retroactively, doubts are cast on decisions and activities of the Commission in the previous areas of responsibility of the former Member involved.
- 23) As regards the timeframe for these restrictions, the Committee considered two years after the end of the term of office as appropriate. This would be coherent with Article 11(2) and (4) of the Code. The Committee nevertheless underlined that the duties of integrity and discretion established by Article 245 TFEU are unlimited in time. Therefore, the acceptance of a client can, in exceptional cases, even after two years, constitute a breach of the duties of discretion and integrity. In case of doubt, former Members should inform the President in compliance with Article 13(2) of the Code of Conduct for the Members of the European Commission.
- 24) In addition, the Committee examined the question of the implementation of the restrictions. The Committee considered that in order to ensure a credible implementation of the restrictions mentioned above, the Commission should authorise activities such as the ones described above only on the condition that former Members inform the Commission every six months, for a period of two years after the end of the term of office, through a list of clients and activities that they conducted. The information should include – but be limited to – the elements necessary for effective compliance verification. Given the potentially sensitive character of such commercial and personal information and the privacy of third parties, this information should be treated confidentially by the Commission, in case former Members ask for such confidentiality.

General conclusions

- 25) Following its extended reasoning on the conditions and restrictions deemed appropriate, the Committee drew its conclusions on the compatibility of an activity such as notified by Former Commissioner Hahn with Article 245 of the Treaty on the Functioning of the European Union.
- 26) The Committee considered that such an activity would be compatible with Article 245 of the Treaty on the Functioning of the European Union, subject to the following restrictions and conditions, which should be imposed on former Members of the Commission requesting to engage in such an activity:
- a) They should not lobby the Commission, its Members, or staff, on behalf of their company or its clients. In the specific case of Former Commissioner Hahn, the Commission could consider extending the prohibition to lobby the Commission on any matter, to the Executive Agencies, given the close link between those agencies and the Commission and the broad responsibilities of a Commissioner for the budget;
 - b) They should strictly respect Article 339 TFEU, which provides that “[t]he members of the institutions of the Union, the members of committees, and the officials and other servants of the Union shall be required, even after their duties have ceased, not to disclose information of the kind covered by the obligation of professional secrecy, in particular information about undertakings, their business relations or their cost components.”;
 - c) They should not disclose what was said at meetings of the Commission;
 - d) They should not exploit any insights of a confidential or sensitive nature in policy, strategy or internal processes that they obtained during their terms of office;
 - e) Given that the obligations of Article 245 TFEU are not limited in time, they should continuously respect the duty to behave with integrity and discretion as regards the acceptance of certain mandates or clients;
 - f) They should not accept contracts that concern areas in which they dispose of confidential or sensitive information or insights and for which this information and/or insights are essential. This refers notably, but not exclusively to advice or work on specific files in which they were personally involved through their portfolio responsibility or as Member of the College (e.g. contracts, policy files, grants, cases, claims, investigations, legislative procedures or negotiations) which are ongoing or, if those are already closed, which are directly connected to them;

- g) They should not provide advice to clients, which serves to question or contest decisions and activities that the Commission adopted or performed while they were a Member of the Commission;
 - h) They should not, on behalf of their company or its clients, contact the services previously under their portfolio responsibilities, including those held in previous mandates. Moreover, they should handle their contacts with Members or staff of the European Commission with particular care during the period of the activity in order to comply with the obligations arising under Article 245 TFEU and the Code of Conduct;
 - i) They should not accept contracts or conduct any activity in relation to areas for which they were responsible or provide services to clients in relation to other areas, if these clients were major stakeholders in their former areas of portfolio responsibility. ‘Major stakeholder’ is to be understood in this context in terms of significance of the stakeholder for the specific market, significance of the impact of the Commission activities in this area on the stakeholder, and significance of the involvement of the stakeholder in the EU decision-making process in this area such as lobbying activities towards the Commission;
 - j) In case of doubt about the compliance of a mandate or client with these restrictions, they should inform the President of the Commission according to Article 13(2) of the Code of Conduct;
 - k) They should inform the Commission every six months, until the end of the period of two years after they have ceased to hold office, about their clients and activities. The information should include – but be limited to – the elements necessary for effective compliance verification. The Commission should treat this information as confidential, in case the former Member asks for such confidentiality.
- 27) The Committee underlined that the above-mentioned restrictions and conditions should be imposed on all former Members of the Commission requesting to engage in an activity whose scope would correspond to Former Commissioner Hahn’s notified activity. The Committee furthermore recommended that the Commission should examine in all cases related to similar activities whether the above-mentioned restrictions and conditions should be imposed.

Commission's assessment

- 28) The Commission has taken into consideration the detailed opinion delivered by the Committee on the compatibility in general with Article 245 of the TFEU of the activities consisting of: (a) Project development (strategic project development and consulting); (b) Acquisition, ownership and management of shareholding in companies both domestic and international; (c) Execution of business transactions.
- 29) The Commission noted that the Committee, following its initial conclusion of an overall possible compatibility, then formulated extended considerations on the different types of restrictions that must be envisaged in all the situations meeting this type of activity, as well as on the implementation of these restrictions.
- 30) The Commission shares the Committee's overall approach and takes its decision on the notification submitted by Former Commissioner Hahn on the basis of the Committee's opinion. The Commission considers nevertheless that, in the case of Former Commissioner Hahn's notification, the risks identified by the Independent Ethical Committee appear more limited in case of advice on personal investment, for which a link to Former Commissioner Hahn's duties appears more remote. Therefore, taking into account the freedom to conduct a business, as laid down in Article 16 of the Charter of Fundamental Rights of the European Union, the Commission does not consider necessary to provide for the reporting obligation suggested by the Independent Ethical Committee (cf. above recital 26 (k)) for this kind of activity, all the more since it would be difficult to comply with it, taking into account the requirement of business confidentiality. The Commission considers therefore that the above mentioned reporting obligation must be limited to the field of project development (strategic project development and consulting), without encompassing Former Commissioner Hahn's future activities in the fields of acquisition, ownership and management of shareholding in companies and execution of business transactions.

HAS DECIDED AS FOLLOWS:

Article 1

Former Commissioner Hahn's envisaged activity as executive director of 'Hahn Management & Beteiligung GmbH' is compatible with Article 245(2) of the Treaty on the Functioning of the European Union, subject to the respect of the conditions and restrictions set out in Article 2.

Article 2

Former Commissioner Hahn's activity under Article 1 is conditioned by the following restrictions:

- a) Former Commissioner Hahn shall refrain from lobbying the Commission, its Members, and its Staff, as well as the Commission's Executive Agencies on behalf of 'Hahn Management & Beteiligung GmbH' and/or its clients on any matters for which he was responsible within his former Commission portfolios and on all matters in which he was involved at College level, until 30 November 2026. It is recalled in this regard that the term 'lobbying' means any activity carried out with the objective of influencing the formulation or implementation of policy or legislation, or the decision-making processes of the Commission as set out in Article 3 of the Interinstitutional Agreement of 20 May 2021 between the European Parliament, the Council of the European Union and the European Commission on a mandatory transparency register; it includes indirect lobbying on behalf of clients through indirect measures with the same objective of influencing the formulation or implementation of policy or legislation, or the decision-making processes of the Commission such as organising or participating in meetings, conferences, events or consultation or hearings, organising communication campaigns or the preparation of positions papers and applies independently of the location; it also covers any activity with a view to obtaining EU funding.
- b) In accordance with Article 339 of the Treaty on the Functioning of the European Union, Former Commissioner Hahn shall refrain from disclosing or using information of the kind covered by the obligation of professional secrecy that he obtained as Member of the Commission, in particular information about undertakings, their business relations or their cost components.
- c) In line with Article 11(1) of the Code of Conduct for the Members of the Commission, in conjunction with Article 5 of the Code, Former Commissioner Hahn remains bound by the duties of collegiality and discretion, with respect to the Commission's decisions and activities during his term of office. He shall not disclose what was said at meetings of the Commission and shall apply a high sense of discretion with regard to the use of information and insights that he obtained during his mandates. In particular, he shall not exploit any insights of a confidential or sensitive nature in policy, strategy or internal processes that he obtained during his successive mandates as Member of the Commission.
- d) Former Commissioner Hahn shall not accept contracts which concern areas in which he disposed of confidential or sensitive information or insights of a confidential or sensitive nature in policy, strategy or internal processes that he obtained during his term of office and for which this information and/or these insights are essential to provide the services under the contracts. This refers notably, but not exclusively, to advice or work on specific files in which he was personally involved through his successive portfolio responsibilities or as Member of the College (e.g. contracts, policy files, grants, cases, claims, investigations, legislative procedures or negotiations which are ongoing or, if those are already closed, which are directly connected to them). This restriction applies until 30 November 2026.

- e) Former Commissioner Hahn shall not accept contracts or conduct any activity in relation to areas for which he was responsible under his successive Commission portfolios (Regional Policy, European Neighbourhood Policy and Enlargement Negotiations, and Budget and Administration) and shall not provide services to clients in other areas, if these clients were major stakeholders in his former areas of portfolio responsibility. ‘*Major stakeholder*’ is to be understood in this context in terms of significance of the stakeholder for the specific market, significance of the impact of the Commission activities in this area on the stakeholder, and significance of the involvement of the stakeholder in the EU decision-making process in this area, such as lobbying activities towards the Commission. This restriction applies until 30 November 2026.
- f) Former Commissioner Hahn shall not provide advice to clients, in case his advice serves to question or contest decisions and activities that the Commission adopted or performed while he was a Member of the Commission.
- g) Former Commissioner Hahn shall continue to respect, without any limitation on time, his duty to behave with integrity and discretion, as enshrined in Article 245 of the Treaty on the Functioning of the European Union, as regards the acceptance of specific mandates, contractual relations and clients.
- h) Former Commissioner Hahn shall inform the President of the Commission, according to Article 13(2) of the Code of Conduct, in case of doubt about the compliance of a specific mandate, contractual relation or client with the restrictions established in the present decision.
- i) Former Commissioner Hahn shall inform the Commission every six months, as from the establishment of his company and until 30 November 2026, about his company’s activities, contractual relations and clients in the field of project development (strategic project development and consulting). The information to be provided shall include the necessary and appropriate elements enabling an effective compliance verification. This information must therefore be comprehensible, yet succinct, underlining the fulfilment of the restrictions and conditions established in the present decision. In particular, the information to be provided must confirm that the activities undertaken and the contractual relations and clients involved are outside the fields mentioned in paragraphs (d) and (e) of the present article. The Commission shall treat this information as confidential, in case Former Commissioner Hahn asks for such confidentiality.

Done at Brussels, on 3 September 2025.

The President
Ursula von der Leyen