



Brussels, 19.1.2021
C(2021) 9000 final

DECISION OF THE EUROPEAN COMMISSION

on Former Commissioner Violeta Bulc's post term of office professional activities as regards her consultancy firm 'Vibacom'

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 foreseen 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 24 July 2020, in the context of sending information linked to her transitional allowance as former Member of the Commission, Former Commissioner Violeta Bulc informed the Commission that she had set up a consultancy company in Slovenia ('Vibacom'), via which she undertook 'policy consulting, lecturing and publication' work. Ms Bulc underlined that her work was deprived of decision making powers and had an advisory nature. Ms Bulc indicated two clients of her company's consultancy services: (1) Mr Jean Todt, President of the *Fédération Internationale Automobile* (FIA) and Special Envoy of the United Nations for road safety, and (2) the company BTC based in Slovenia.

- 6) The consultancy project for Mr Todt on road safety was about possible ways forward to create a global safety culture for roads and the possible inclusion of the right for safe roads among human rights. This engagement was expected to last until the end of November 2020. The output would be used by Mr Todt in his capacity as UN Special Envoy for road safety yet being paid by FIA. This consultancy project was linked to Ms Bulc's former 'Transports' portfolio. Ms Bulc's consultancy project for BTC might also present a link with the Former Commissioner's portfolio, at least in the future.
- 7) Following contacts with the services of the Commission, Ms Bulc informed the Commission, on 28 August 2020, that she had 'stopped all the activities as of the beginning of August until the situation is clarified and resolved'.
- 8) With its opinion of 19 June 2020 in the context of a consulting activity notified by another former Member of the Commission, the Independent Ethical Committee had already set clear lines on the conditions to ensure the compatibility of consultancy services performed by former Members of the Commission with Article 245 of the Treaty on the Functioning of the European Union. Nevertheless, in view of the specific circumstances of Ms Bulc's notification, and in line with Article 11(3) of the Code of Conduct for the Members of the Commission, the President of the Commission decided to consult the Independent Ethical Committee on Ms Bulc's consultancy activity. The Committee was consulted on 14 September 2020.
- 9) On 28 September 2020, the Committee informed the Commission of its preliminary position on Ms Bulc's notification. The Committee requested the Commission to invite Ms Bulc to reply to the Committee's comments and questions on the establishment of her company and on the two consultancy projects already accepted, although in the meantime suspended.
- 10) Ms Bulc replied on 6 October 2020. She provided additional information on the substance of each of the two consulting projects and explained the special context in which they had been initiated. Ms Bulc underlined that both projects had been suspended as soon as a doubt had been expressed by the services of the Commission. She realized and recognised that a formal notification should have preceded the start of her new activities. She underlined she had behaved in good faith, apologised and stressed her total commitment to redress the situation and correct any possible mistakes.
- 11) The Committee delivered its opinion on 26 October 2020, building upon the facts it established regarding Former Commissioner Bulc's notified activities and taking into account the legal context.
- 12) As regards the factual basis of Ms Bulc's notification, the Committee examined at the outset the nature of 'Vibacom', of the '*Fédération Internationale Automobile*' (FIA) and of BTC Company, subsequently the financial aspects, the links with the European Commission and the Former Commissioner's position.
- 13) The Committee noted that 'Vibacom' is a consultancy company founded by Former Commissioner Bulc in Slovenia and set up on 14 March 2020. According to the information provided by Ms Bulc, 'Vibacom's' main activities consist of 'policy,

business and management consultancy' services. Secondary activities would include lecturing, publications and other educational activities.

- 14) On FIA, the Committee noted that it is a not-for-profit organisation and an international association founded in 1904, gathering national automobile clubs, automobile associations, touring clubs and national federations for motoring and motor sport. FIA is composed of 243 members from 146 countries representing over 80 million road users and enjoys a consultative status with the United Nations.
- 15) Initially, FIA aimed to 'bring coherent governance and safety to motor sport'. According to the statutes, its current objectives include 'safe, sustainable and accessible mobility for all road users across the world'. In order to achieve these objectives, FIA works across three interlinked areas of activity, which are sport, campaigns and mobility. The organisation calls itself the 'governing body of motor sport' and ensures that 'fair, capable regulated and safe events are conducted in all corners of the globe'. In addition, FIA founded its own global campaign called 'FIA Action Road for Safety' in support of the UN's Decade of Action for Road Safety aiming at reducing road fatalities. To achieve these goals, FIA created the FIA Innovation Fund, which allocates funds to worldwide projects related to its objectives. Finally, FIA also operates by 'regulating and adjudicating at hundreds of events' and 'provides regulatory expertise and impartial sporting judicial system'.
- 16) FIA's headquarters are located in Paris and have offices in several countries worldwide. According to the organisation's statutes, FIA's governing structure is composed of a President, a General Assembly, a secretariat, several committees, councils, panels and commissions and an administration. FIA is organised around regional offices, among which the FIA Region I is in charge, inter alia, of monitoring the work of the EU institutions and engaging in advocacy in Brussels and Strasbourg.
- 17) On BTC Company, the Committee noted that, according to publicly available information, it is a company founded in 1954 registered in Slovenia, which was initially a public warehouse company that built large warehouses and building centres. Today, BTC has grown into a 'modern European business and commercial centre company' active in the field of property renting, management of assets and properties, logistics and digital innovation.
- 18) According to BTC's website, the company offers a wide range of commercial office facilities in Slovenia, as well as additional services such as catering for conferences, advertising or team building. Moreover, since its creation, BTC participated in the building of sports centres, fashion retail centres, congress halls, theatres, logistics centres, cinemas, renovations, water parks, car parks and other constructions in Slovenia.
- 19) BTC main activities are fivefold. First, BTC operates one of the largest shopping, business and leisure centres in Europe, located in Ljubljana and two additional shopping centres in Novo Mesto and Murska Sobota, Slovenia. Second, BTC created an 'innovation hub', which is an incubator that helps businesses in their development in the field of digital innovation. Third, BTC manages third party properties and ensures asset management. Fourth, BTC collaborates with the local community to create new business opportunities with special emphasis on environmental issues and green investments. Finally, BTC performs logistical activities through 'reliable

warehousing, efficient transportation management and distribution flow of goods'; it runs a logistics service unit, 'which is one of the leading FMCG [Fast-moving consumer goods] logistics providers in Slovenia'. According to publicly available information, BTC governing structure depends on a Board of Directors, a Chief Executive Officer and Executive Directors.

- 20) The Committee subsequently assessed the funding of 'Vibacom', FIA and BTC.
- 21) According to information provided by Former Commissioner Bulc, 'Vibacom's' revenues are direct earnings from its activities. The Financial Transparency System of the European Commission does not show any links with 'Vibacom'.
- 22) As regards, FIA, and according to publicly available information, its revenues come from subscriptions, registration and entry fees, contracts, sales of products, operating income and financial income. According to their financial statement, FIA's total assets for 2018 amounted to €205 million. Partners and official suppliers, such as international companies, financially support FIA. In addition, the FIA Innovation Fund allocates the proceeds from the sale of the FIA's one per cent share in Delta Topco (the previous Formula One Commercial Rights Holder) to Liberty Media, for an amount of approximately €63 million. It 'aims to support new and worthwhile project ideas submitted by members of the FIA family that could generate lasting benefit for the FIA and its community'. According to the Financial Transparency System of the European Commission, FIA received funding from the EU budget over the last years. In total, between 2016 and 2019, FIA received more than €2 million, among which three budgetary commitments were made by DG MOVE and nine by the Innovation and Networks Executive Agency.
- 23) On BTC, and again according to information available on BTC's website, 'the company is in majority owned by its employees, management and retired former employees'. According to the Financial Transparency System of the European Commission, BTC did not receive any funds from the EU budget.
- 24) With regard to other, non-financial links of 'Vibacom', FIA and BTC with the European Commission, the Committee noted that 'Vibacom' is not registered in the Joint Transparency Register of the European Parliament and the Commission. FIA is registered and, according to the information in the register, it met with representatives from the European Commission 27 times since 2015, including 9 meetings with Former Commissioner Bulc and/or a member of her cabinet. Moreover, FIA listed several significant activities of interest representation in its entry in the Transparency Register which were related to the policy areas falling within the portfolio responsibilities of Former Commissioner Bulc. BTC is not registered in the Register.
- 25) As regards the position of Former Commissioner Bulc, the Committee noted that Ms Bulc is the founder and director of 'Vibacom'. In her consultancy activity, she accepted two contracts, one paid by FIA and one with BTC. In her notification, Ms Bulc specified that her work with both organisations was deprived of decision-making powers and was only of an advisory nature.
- 26) As regards her engagement paid by FIA, Former Commissioner Bulc advised Mr Jean Todt, the President of the FIA, in his capacity of Special Envoy of the United Nations for road safety, on 'possible ways forward to create a global safety culture for road'

and ‘develop a stronger presence of road safety on a UN level’ and add it as ‘part of the human rights topics’. At the time of the notification, this engagement was expected to last until the end of November 2020.

- 27) As for her contract with BTC, Former Commissioner Bulc advised the company in ‘restructuring their business model to get it better tuned with the EU long-term directions: circular economy, sustainable growth and zero net effect on nature’. Ms Bulc informed the Commission that BTC had already been a client before she became a Commissioner. At the time of the notification, Former Commissioner Bulc specified that her engagement would last for 4 months and be extended.
- 28) The Committee underlined that Former Commissioner Bulc had informed the Commission that she had suspended both her activities for FIA and BTC, as of the beginning of August 2020, and ceased both contracts.
- 29) Former Commissioner Bulc also informed the Commission about her willingness to participate in lectures and conference speeches, where she would ‘promote the EU values, the EU approach to problem solving, the EU’s priorities and goals and its role in the globalised world’.
- 30) As regards the applicable legal context and in line with previous opinions, the Committee noted that the Members of the Commission have a right to engage in work and to pursue a freely chosen or accepted occupation after the term of their office, while this right needed to be balanced with the obligations set out in Article 245 TFEU and the Code of Conduct for the Members of the European Commission.
- 31) The Committee underlined that the balance had to be proportionate. It could be achieved by imposing restrictions and conditions on a new professional activity where those restrictions and conditions would be more proportionate than a simple prohibition or authorisation of an activity.
- 32) The Committee underlined that the Code of Conduct provided the framework in which the Commission had to establish this balance between the rights and obligations of its Members with regard to concrete, new activities. It noted that this balance could not be established based on an automatic scheme, but required a case-by-case approach, which took into account the context and particularities of each individual case.
- 33) The Committee noted that, in the present case, the Commission’s consultation was twofold: on the one hand, the Commission sought an opinion on the activities of ‘Vibacom’ in general; on the other hand, the Commission sought an opinion on the two contracts accepted and in the meantime terminated by Ms Bulc for ‘Vibacom’, namely in relation to FIA and BTC.
- 34) On ‘Vibacom’, the Committee underlined that Former Commissioner Bulc had notified the Commission that she had set up her own consultancy company in March 2020. Her role and responsibilities, as well as the scope of activities of her company remained, however, very broad and unspecified. According to the information provided by Ms Bulc, these services could range from policy advice, business and management services to more general consultancy advice, and do not seem to target specific clients, economic sectors or policy areas. In addition, Ms Bulc might perform

secondary activities that would include lecturing, publications and other educational activities through the company.

- 35) With regard to this activity, the Committee noted, in line with Commission decision C(2020)9037¹ addressing restrictions and conditions imposed to consultancy services taken up by former Commissioners and the related opinion of the Committee of 19 June 2020 (mentioned above), that the potential wide range of these activities left room for Former Commissioner Bulc to focus on activities other than those directly linked to her former portfolio as Commissioner for Transport, which would be compatible with Article 245 Treaty on the Functioning of the European Union.
- 36) As in the situation examined in its opinion of 19 June 2020, the Committee concluded that Former Commissioner Bulc's activity with 'Vibacom' should be subject to the same restrictions to be imposed in general on consultancy activities: (a) as concerns lobbying or interest representation, (b) based on the obligations of confidentiality and discretion; (c) based on the principles of collegiality and discretion; and (d) based on the general duties of integrity and discretion.
- 37) As regards the activities related to FIA, the Committee underlined that Ms Bulc had been advising the President of FIA, who was acting as a Special Envoy of the United Nations for road safety, on matters related to road safety issues at the UN level. This activity was directly linked to Ms Bulc's former portfolio as Commissioner for Transport. Ms Bulc informed the Commission that, while working for FIA's President in his capacity of UN Special Envoy, she was not directly involved in FIA's activities as such. The Committee noted, however, that Ms Bulc's contract was nevertheless paid by FIA. The Committee noted that FIA had had a significant number of meetings with Commission representatives including several meetings with the former Commissioner herself. Moreover, FIA had listed several significant activities of interest representation in its entry in the Transparency Register which were related to the policy areas falling within the portfolio responsibilities of former Commissioner Bulc. In addition, FIA had been the recipient of funding from the European Union budget over the last years, including financial commitments from DG MOVE under the mandate of Former Commissioner Bulc.
- 38) Against this background, and following the line the Committee had already stated in its previous opinion mentioned above of 19 June 2020, the Committee did not deem the activity in relation to FIA to be compatible with Article 245 of the Treaty on the Functioning of the European Union.
- 39) The Committee took note, however, that Former Commissioner Bulc had already informed the Commission that she had terminated the contract and stopped her activities for FIA in the light of the envisaged negative opinion of the Committee.
- 40) As regards the contract with BTC, the Committee noted that it required Ms Bulc to advise the company on restructuring their business model following the European Union's long-term directions on environmental issues. This activity was linked to Ms Bulc's former portfolio as Commissioner for Transport as BTC acted amongst other areas also in logistics. The Committee took good note that Ms Bulc did not provide additional detailed information about the company and her activity in reply to the

¹ https://ec.europa.eu/info/files/commission-decision-c-2020-9037_en.

Committee's request for further information, but decided instead to terminate the contract and stop her activity for this company.

- 41) In the absence of more detailed information and in the light of the Former Commissioner's decision, the Committee was not able to consider the activity for BTC as such compatible with Article 245 TFEU given the potentially wide range of activities for BTC and the risk of overlap with areas for which Ms Bulc was responsible as Commissioner before, and the direct links of her activities with her former portfolio
- 42) As a result of its assessment, the Committee reached the following conclusions:
- 43) As regards Ms Bulc's consultancy company 'Vibacom', in general, the Committee concluded that the Commission should impose the following restrictions. Former Commissioner Bulc:
 - i. should not lobby the Commission, its Members or staff, or any of its Executive Agencies on behalf of 'Vibacom' or clients of 'Vibacom' until 30 November 2021.
 - ii. should strictly respect Article 339 TFEU, which provides that 'The 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.'
 - iii. should not disclose what was said at meetings of the Commission.
 - iv. should not exploit any insights of a confidential or sensitive nature in policy, strategy or internal processes that she obtained during her term of office.
 - v. should not accept mandates which concern areas in which she disposes of confidential or sensitive information or insights and for which this information and insights are essential to provide appropriate advice. This refers notably, but not exclusively to advice or work on specific files in which former Commissioner Bulc was personally involved through her 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.
 - vi. should not provide advice to clients which serves to question or contest decisions and activities that the Commission adopted or performed while she was a Member of the Commission.
 - vii. and her company should not contact the services previously under Ms Bulc's portfolio responsibilities, including the Executive or EU Agencies related to her portfolio on behalf of clients of her company until 30 November 2021.
 - viii. should not accept mandates in relation to areas for which she was responsible or provide services to clients in relation to other areas, if these clients were major stakeholders in her former areas of portfolio responsibility. This restriction should apply until 30 November 2021.

- ix. should inform the Commission every 6 months, until 30 November 2021, about her clients and mandates. The Commission should treat this information as confidential, in case the former Commissioner asks for such confidentiality.
 - x. should, given that the obligations of Article 245 TFEU are not limited in time, continue to respect the general duty to behave with integrity and discretion as regards the acceptance of certain mandates or clients also after 30 November 2021.
 - xi. should, in case of doubt about the compliance of a mandate or client with these restrictions, inform the President of the Commission according to Article 13(2) of the Code of Conduct.
- 44) The Committee considered that Former Commissioner Bulc's activity in relation to FIA was not compatible with Article 245 TFEU according to these criteria and took note that Ms Bulc had stopped the activity and terminated the contract.
 - 45) As regards Ms Bulc's activity for the company BTC, the Committee noted that Former Commissioner Bulc had decided to stop the activity and to terminate the contract.
 - 46) The Committee also examined Former Commissioner Bulc's compliance with her notification obligation of envisaged post-mandate activities. The Committee noted that Former Commissioner Bulc had started her consultancy activities before notifying the Commission and, consequently, before receiving an authorisation to engage in such activities, as required by Article 11(2) and (3) of the Code of Conduct.
 - 47) The Committee noted however that Ms Bulc had immediately suspended her activities following her exchanges with the Commission at the beginning of August 2020. In addition, the Committee took note that Ms Bulc had sent before, in application of her obligations under Council Regulation (EU) 2016/300², information on her post term of office activity to the Commission's Office for the administration and payment of individual entitlements.
 - 48) This led the Committee to conclude that the Commission's decision should explicitly recall that Ms Bulc had been in breach of Article 11(2) of the Code and that she should have notified the establishment of her company and her envisaged activities with a minimum of two months' notice.
 - 49) The Commission shares the Committee's opinion.
 - 50) As regards the respect, by Ms Bulc, of her obligation of notification deriving from Article 11(2) of the Code of Conduct for the Members of the Commission, the Commission has taken into account, as underlined by the Independent Ethical Committee, the fact that Ms Bulc immediately stopped her activities and terminated the contracts, the explanations provided by Ms Bulc in her correspondence with the Commission of 6 October 2020, as well as her apologies.

² Council Regulation (EU) 2016/300 of 29 February 2016 determining the emoluments of EU high-level public office holders.

HAS DECIDED AS FOLLOWS:

Article 1

Former Commissioner Violeta Bulc's envisaged activities in the framework of her consulting company 'Vibacom' are 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 Bulc:

- a. shall not lobby the Commission, its Members or staff, or any of its Executive Agencies on any matter on behalf of 'Vibacom' or its clients until 30 November 2021;
- b. shall strictly respect Article 339 TFEU regarding the obligation of professional secrecy.
- c. shall not disclose what was said at meetings of the Commission.
- d. shall not exploit any insights of a confidential or sensitive nature in policy, strategy or internal processes that she obtained during her term of office.
- e. shall not accept mandates which concern areas in which she has obtained confidential or sensitive information or insights during her term of office and for which this information or these insights are essential to provide appropriate advice. This refers notably, but not exclusively, to advice or work on specific files in which Former Commissioner Bulc was personally involved through her portfolio responsibilities or through her collegial responsibility 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.
- f. shall not provide advice to clients which serves to question or contest decisions and activities that the Commission adopted or performed while she was a Member of the Commission.
- g. shall not, on behalf of clients of the company, contact the services previously under her portfolio responsibilities, until 30 November 2021.
- h. shall not accept mandates from clients in relation to areas for which she was responsible or provide services to clients in relation to other areas, if these clients were major stakeholders in her former areas of portfolio responsibility. This restriction should apply until 30 November 2021.
- i. shall inform the Commission in May and November 2021, about her clients and contracts. The Commission will treat this as commercial and personal information in line with the existing legislation, in case Ms Bulc asks for the protection of this information.

- j. shall continue to respect the duty to behave with integrity and discretion as regards the acceptance of certain contracts or clients after 30 November 2021, given that the obligations of Article 245 TFEU are not limited in time.
- k. shall inform the President of the Commission, according to Article 13(2) of the Code of Conduct in case of doubt with regard to the application of the Code of Conduct or the application of this decision, before acting on the matter relating to which the doubts arise.

The conditions and restrictions set out in lit. a), e), f), g) and h) shall also apply to Former Commissioner Bulc's company.

Article 3

Former Commissioner Bulc's activity for Mr Jean Todt, President of the '*Fédération Internationale Automobile*' (FIA) was not compatible with Article 245(2) of the Treaty on the Functioning of the European Union and cannot be resumed until the end of a two year period following Ms Bulc's term of office (30 November 2021).

Article 4

In case of a new request by Former Commissioner Bulc, the Commission will assess the compatibility of a new envisaged activity for BTC company with Article 245(2) of the Treaty on the Functioning of the European Union on the basis of more detailed information to be provided by Ms Bulc.

Article 5

Former Commissioner Bulc has not notified her activities in the framework of her consulting company 'Vibacom' in due time as required by Article 11(2) of the Code of Conduct. She should henceforth ensure that she notifies any future envisaged post term of office professional activity with a minimum of two months' notice in line with Article 11(2) of the Code of Conduct.

Done at Brussels, on 19 January 2021.

The President
Ursula von der Leyen