

REMOTE CORPORATE MEETINGS: "MILLEPROROGHE 2026" DECREE

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AUTHORS

Fabio Luongo

Partner



Stefano Corrà

Counsel



Elisa Adly

Associate



Decree Law no. 200 of 31 December 2025 extended until 30 September 2026 the eligibility, for joint-stock companies, of holding shareholders' meetings by means of telecommunications even in the absence of specific statutory provisions.



Decree Law no. 18 of 17 March 2020 (the so-called "Cura Italia Decree"), converted with amendments by Law no. 27 of 24 April 2020, issued during the COVID-19 emergency, had introduced "emergency" measures for shareholders' meetings of corporations and other entities.

In particular, by way of derogation from art. 2370, paragraph 4 of the Italian Civil Code, art. 106 of the "Cura Italia Decree" had introduced the possibility for joint-stock companies to hold shareholders' meetings by videoconference or in any case by means of telecommunications, even if the company's by-laws do not provide for it.

The legislator has progressively extended this discipline beyond the emergency period, in particular with the provision of art. 3, paragraph 14-sexies of Decree Law no. 202 of 27 December 2024 (so-called "Milleproroghe 2025"), converted by Law no. 15 of 21 February 2025 and, lastly, with art. 4, paragraph 11 of Decree Law no. 200 of 31 December 2025 (so-called "Milleproroghe 2026"), allowing joint-stock companies to adopt electronic methods for holding shareholders' meetings even in the absence of a specific provision in the by-laws, until 30 September 2026.

Therefore, unless further extensions, as of 30 September 2026, shareholders' meetings will once again be governed by the rules of the Italian Civil Code and, consequently, the possibility of remotely participating in the shareholders' meeting is eligible whether permitted by a clause in the by-laws, in accordance with art. 2370, paragraph 4 of the Italian Civil Code.

Otherwise, with reference to the limited liability companies, in the silence of the law, the possibility for the shareholders to participate in shareholders' meetings by means of telecommunications remains unaffected, even in the absence of a specific provision in the by-laws, provided that it is not expressly prohibited.



Francesco Dagnino

Managing Partner



Fabio Luongo

Partner



Renato Giallombardo

Partner



Luca Spagna

Partner



Stefano Corrà

Counsel



Andrea Peruzzo

Senior Associate



Annachiara Mastellone

Senior Associate



Giorgia Pignatelli

Associate



Enrico Roberto

Associate



Elisa Adly

Associate



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