

Brussels, 17-01-15

DOCUMENT 1

Dear Ms Day, dear Catherine,

I would like to inform you that I have been approached to become a Special Advisor of the Bank of America Merrill Lynch Europe, Middle East and Africa. The contact has been established by a third party and not directly by the management of the Bank.

The role of the Special Advisor is limited to giving advice. Via sharing experiences, insights and exchanging perspectives, the Bank aims to strengthen its client engagement and relationships. More concretely for my role as an advisor, this means I could be requested to contribute to conferences and engaging politicians and thought leaders. Or for instance, being asked to give advice on female leadership within the organisation or business opportunities and raising awareness and stimulating interaction on new initiatives at major events, such as at the World Economic Forum.

I would also like to inform you that during my mandate as Vice-President for the Digital Agenda there have not been any business contacts between myself and the management of the Bank of America which could have led up to this request. The content of the topics with which the Bank of America concerns itself are only very remotely linked to the activities of the Digital Agenda. In the unlikely event that a topic would create a conflict of interest with my previous role, I can assure you I will withdraw myself from any involvement whatsoever.

For the role of Special Advisor I will receive a fee.

With this letter I would like to seek the opinion of the Ad Hoc Ethical Committee.

Yours sincerely,

Neelie Kroes



EUROPEAN COMMISSION
SECRETARIAT-GENERAL

The Secretary General

Brussels, 26 JAN. 2015
SG/B3 Ares(2015)

Note to the Members of the Ad hoc Ethical Committee

Mr Nikolaus Van der Pas
Mr Rafael García-Valdecasas
Mr Terry Wynn

Subject: Former Vice-President Neelie Kroes' post-office occupation as Special Advisor to the Bank of America Merrill Lynch

Please find enclosed former Vice-President Neelie Kroes' letter to me of 17 January 2015, whereby Ms Kroes notified the Commission about a remunerated post Commission-office occupation which she envisages to engage in as Special Advisor to the Bank of America Merrill Lynch (Europe, Middle East and Africa).

Ms Kroes' letter is very clear with regard to her envisaged activity, which might present a very remote link with her former Commission portfolio on the Digital Agenda. You will see that Ms Kroes herself is keen to seek the Ad hoc Ethical Committee's opinion.

May I thus ask you to provide the Commission with your opinion about the compatibility of this activity with article 245(2) of the TFEU.

All the public information available can be found on the following webpage:
<http://corp.bankofamerica.com/business/bi/emea>.

Thank you in advance for your cooperation.

Catherine Day

Encl: Ms Kroes' letter of 17 January 2015 (Ares(2015 217934))

Catherine DAY, Secretary General of the European Commission

cc.:

Subject: Request from the European Commission of 26 January 2015, Ref. Ares Ref. Ares(2015)297869 concerning post-office activities planned by former Commissioner Neelie Kroes.

1. The Ad-Hoc Ethical Committee has examined the notification by Ms Neelie Kroes of 17 January 2015, and the accompanying information supplied by the Commission, of her intended post-office activity, accepting the invitation to become a Special Advisor of the Bank of America Merrill Lynch Europe, Middle East and Africa.
2. According to Ms Kroes' notification, "the role of the Special Advisor is limited to giving advice. Via sharing experiences, insights and exchanging perspectives, the Bank aims to strengthen its client engagement and relationships." Ms Kroes adds: "More concretely for my role as an advisor, this means I could be requested to contribute to conferences and engaging politicians and thought leaders. Or for instance being asked to give advice on female leadership within the organisation or business opportunities and raising awareness and stimulating interaction on new initiatives at major events, such as at the World Economic Forum."
3. Ms Kroes specifies further that "during my mandate as Vice-President for the Digital Agenda there have not been any business contacts between myself and the management of the Bank of America which could have led up to this request. The content of the topics with which the Bank of America concerns itself are only very remotely linked to the activities of the Digital Agenda. In the unlikely event that a topic would create a conflict of interest with my previous role, I can assure you I will withdraw myself from any involvement whatsoever."
4. Finally, Ms Kroes indicates that "For the role of Special Advisor I will receive a fee".
5. The Committee takes note of the general nature of Ms Kroes' future Special Advisor activities, which seem only remotely related to her former Commission mandate. Should a link nevertheless become manifest, the Committee notes Ms Kroes' explicit assurances that she will not engage in any involvement in activities that might create a conflict of interest with her former Commission portfolio.
6. The Committee takes these assurances to confirm that Ms Kroes is fully aware of, and will abide by, her obligations arising from the Code of Conduct for Commissioners and Article 245, second paragraph, of the TFEU.

Opinion

The Ad-Hoc Ethical Committee is of the opinion that by accepting the invitation to become Special Advisor of the Bank of America Merrill Lynch Europe, Middle East and Africa, Ms Neelie Kroes acts in accordance with the second paragraph of article 245 of the Treaty on the Functioning of the European Union.

Nikolaus van der Pas,
Rafael Garcia-Valdecasas
Terry Wynn
Date: 30.01.2015

DOCUMENT 4

(SG)

From: EC-NOTIS-SERVICE-NOREPLY@ec.europa.eu
Sent: Friday 30 January 2015 13:00
To: (SG)
Subject: Ares: New Document - sg.dsg2.b.3(2015)431727/Title: Projet de décision de la Commission sur une activité après cessation de fonctions de Mme Kroes - cons.SJ

You received a new document:	My Documents
Title	<u>Projet de décision de la Commission sur une activité après cessation de fonctions de Mme Kroes - cons.SJ</u>
Recipient(s)	
Sent by	3G2.B.3)
Save number	sg.dsg2.b.3(2015)431727
Registration number	Ares(2015)377011
Document date	30/01/2015
Registration date	30/01/2015
Sensitivity level	Handling restriction
Marking information	Personal
Comment(s)	
Attachment(s)	URGENT Projet de décision de la Commission sur une activité après cessation de fonctions de Mme Kroes.msg

Remark: the hyperlinks work only from the Commission's computer network. If you want to access Ares via the Internet or the scientific network (JRC), use the following link:<https://myremote.ec.europa.eu/app/>
The EEAS staff located in the KO buildings will have to connect to ARES by using the following link:<http://intracomm.ec.testa.eu/Ares>

Please click on 'Preferences' in Notis Web interface <http://www.cc.cec/notis> to set your notification options, including preferred language.

(SG)

From: (SG)
Sent: Friday 30 January 2015 13:01
To: (SG)
Cc: (SG); I (SJ)
Subject: Ares(2015)377011 URGENT: Projet de décision de la Commission sur une activité après cessation de fonctions de Mme Kroes

pvi

Please follow this link to view document Ares(2015)377011 : Projet de décision de la Commission sur une activité après cessation de fonctions de Mme Kroes - cons.SJ :

<http://www.cc.cec/Ares/documentInfoDetails.do?documentId=080166e59c801090>

From: (SG)
Sent: Friday, January 30, 2015 12:44 PM
To: I (SJ)
Cc: (SG); (SG)
Subject: URGENT: Projet de décision de la Commission sur une activité après cessation de fonctions de Mme Kroes

Chère

Je te prie de bien vouloir trouver ci-joint le projet de décision relatif à l'activité de Mme Kroes en tant que Special Advisor of the Bank of America Merrill Lynch, suite à l'avis positif du Comité Ethique ad Hoc reçu ce matin.

Merci de bien vouloir donner l'accord ou les observations du SJ.

Cette consultation sera également envoyée via ARES.

Nous voudrions soumettre cette décision à la prochaine réunion du Collège et l'avis du SJ serait dès lors apprécié si possible avant aujourd'hui 18 H.

Je joins également la lettre de Mme Kroes du 17 janvier ainsi que et l'avis du Comité éthique ad hoc



European Commission

MEMORANDUM FROM THE PRESIDENT TO THE COMMISSION

According to Article 245(2) of the Treaty on the Functioning of the European Union, the members of the Commission 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.

Further to this Treaty provision, the Code of Conduct for Commissioners (C (2011) 2904 final) establishes a specific procedure for the assessment of planned occupations which former Commissioners intend to take up during the eighteen months after they have ceased to hold office. The Commission shall examine the nature of the planned occupation and, if the activity is related to the content of the Commissioner's portfolio, it shall seek the opinion of the Ad hoc Ethical Committee.

On 17 January 2015, former Vice-President Neelie Kroes notified the Commission about her likely intention to accept a remunerated post Commission-office assignment as Special Advisor of the Bank of America Merrill Lynch (Europe, Middle East and Africa).

Ms Kroes informed that the role of the Special Advisor is limited to giving advice. Via sharing experiences, insights and exchanging perspectives, the Bank aims to strengthen its client engagement and relationships. More concretely for her role as an advisor, this means she could be requested to contribute to conferences and engaging politicians and thought leaders or, for instance, be asked to give advice on female leadership within the organisation or business opportunities and raising awareness and stimulating interaction on new initiatives at major events, such as at the World Economic Forum.

In her letter, Ms Kroes also informed that during her mandate as Commission Vice-President for the Digital Agenda there have not been any business contacts between herself and the management of the Bank of America which could have lead up to this request.

She further stated that the content of the topics with which the Bank of America deals are only very remotely linked to the activities of the Digital Agenda. However, Ms Kroes stated that, in the unlikely event that a topic would create a conflict of interest with her previous role, she will withdraw herself from any involvement whatsoever.

On 26 January 2015, the Ad hoc Ethical Committee was requested to deliver its opinion on the compatibility of the above referred activity with Article 245(2) of the TFEU.

The Ad hoc Ethical Committee delivered its opinion on 30 January 2015. The Committee considered the explanations provided by Ms Kroes and took note of the general nature of her future activity as Special Advisor of the Bank of America Merrill Lynch, which seems only remotely related to her former Commission mandate.

The Committee also noted the explicit assurances given by Ms Kroes that, should a link nevertheless become manifest, she would not get involved in any activities which might create a conflict of interest with her former Commission portfolio. The Committee took these assurances to confirm that Ms Kroes is fully aware of, and will abide by, her obligations arising from the Code of Conduct for Commissioners and Article 245(2) of the TFEU.

This lead the Committee to conclude that, by accepting the invitation to become Special Advisor of the Bank of America, Merrill Lynch (Europe, Middle East and Africa), Ms Kroes acts in accordance with the second paragraph of article 245(2) of the TFEU.

The Services of the Commission considered the Ad hoc Ethical Committee's positive opinion. In line with the Commission's established policy, they also considered that Ms Kroes should be reminded about the need to comply with her obligations under Articles 245 and 339 of the TFEU and about the interdiction of any lobbying activity for her client with the Commission and/or its Services during eighteen months after her term of office at the Commission.

The Commission is invited:

- (1) to decide that former Vice-President Ms Neelie Kroes's envisaged activity as Special Advisor of the Bank of America Merrill Lynch is compatible with Article 245(2) of the TFEU on the condition that Ms Kroes respects, in all circumstances, her duties arising from Articles 245(2) and 339 of the TFEU and from the Code of Conduct for Commissioners, and notably as concerns the protection of the collegiality and the confidentiality of the matters dealt with by the Commission during her two mandates as Member of the Commission and the interdiction of lobbying the Commission and/or its Services for the Bank of America Merrill Lynch, during eighteen months after her term of office;
- (2) to instruct the Secretary General to inform Ms Kroes about the present decision and the condition contained therein.

SG)

From: EC-NOTIS-SERVICE-NOREPLY@ec.europa.eu
Sent: Tuesday 3 February 2015 10:57
To: (SG)
Subject: Ares: New Document - sj.f(2015)493152/Title: Avis du SJ - Projet de décision de la Commission sur une activité après cessation de fonctions de Mme Kroes

You received a new document:	<u>My Documents</u>
Title	Avis du SJ - Projet de décision de la Commission sur une activité après cessation de fonctions de Mme Kroes
Recipient(s)	
Sent by	(SJ.F)
Save number	sj.f(2015)493152
Registration number	Ares(2015)422195
Document date	02/02/2015
Registration date	03/02/2015
Sensitivity level	Handling restriction
Marking information	Opinion of the Legal Service
Comment(s)	The Legal Service can give its agreement subject to the minor modifications enclosed.
Attachment(s)	Draft Décision Mme Kroes Special Advisor Bank of America.doc

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The EEAS staff located in the KO buildings will have to connect to ARES by using the following link: <http://intracomm.ec.testa.eu/Ares>

Please click on 'Preferences' in Notis Web interface <http://www.cc.cec/notis> to set your notification options, including preferred language.

(SG)

From: (SJ)
Sent: Friday 30 January 2015 17:29
To: (SG)
Cc: (SG); (SG)
Subject: Draft Décision Mme Kroes Special Advisor Bank of America



Draft Décision
Mme Kroes Spe...

The Legal Service can give its agreement subject to the minor modifications enclosed.

Regards,

MEMORANDUM FROM THE PRESIDENT TO THE COMMISSION

According to Article 245(2) of the Treaty on the Functioning of the European Union, the members of the Commission 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.

Further to this Treaty provision, the Code of Conduct for Commissioners (C (2011) 2904 final) establishes a specific procedure for the assessment of planned occupations which former Commissioners intend to take up during the eighteen months after they have ceased to hold office. The Commission shall examine the nature of the planned occupation and, if the activity is related to the content of the Commissioner's portfolio, it shall seek the opinion of the Ad hoc Ethical Committee.

On 17 January 2015, former Vice-President Neelie Kroes notified the Commission about her likely intention to accept a remunerated post Commission-office assignment as Special Advisor of the Bank of America Merrill Lynch (Europe, Middle East and Africa).

Ms Kroes informed that the role of the Special Advisor is limited to giving advice. Via sharing experiences, insights and exchanging perspectives, the Bank aims to strengthen its client engagement and relationships. More concretely for her role as an advisor, this means she could be requested to contribute to conferences and engaging politicians and thought leaders or, for instance, be asked to give advice on female leadership within the organisation or business opportunities and raising awareness and stimulating interaction on new initiatives at major events, such as at the World Economic Forum.

In her letter, Ms Kroes also informed that during her mandate as Commission Vice-President for the Digital Agenda there have not been any business contacts between herself and the management of the Bank of America which could have lead up to this request.

She further stated that the content of the topics with which the Bank of America deals are only very remotely linked to the activities of the Digital Agenda. However, Ms Kroes stated that, in the unlikely event that a topic would create a conflict of interest with her previous role, she will withdraw herself from any involvement whatsoever.

On 26 January 2015, the Ad hoc Ethical Committee was requested to deliver its opinion on the compatibility of the above referred activity with Article 245(2) of the TFEU.

The Ad hoc Ethical Committee delivered its opinion on 30 January 2015. The Committee considered the explanations provided by Ms Kroes and took note of the general nature of her future activity as Special Advisor of the Bank of America Merrill Lynch, which seems only remotely related to her former Commission mandate.

The Committee also noted the explicit assurances given by Ms Kroes that, should a link nevertheless become manifest, she would not get involved in any activities which might create a conflict of interest with her former Commission portfolio. The Committee took these assurances to confirm that Ms Kroes is fully aware of, and will abide by, her obligations arising from the Code of Conduct for Commissioners and Article 245(2) of the TFEU.

This lead the Committee to conclude that, by accepting the invitation to become Special Advisor of the Bank of America, Merrill Lynch (Europe, Middle East and Africa), Ms Kroes acts in accordance with the second paragraph of article 245(2) of the TFEU.

The Services of the Commission considered the Ad hoc Ethical Committee's positive opinion. In line with the Commission's established policy, they also considered that Ms Kroes should be reminded about the need to comply with her obligations under Articles 245 and 339 of the TFEU and about the ~~prohibition~~interdiction of any lobbying activity for her client with the Commission and/or its Services during eighteen months after her term of office at the Commission.

The Commission is invited:

- (1) to decide that former Vice-President Ms Neelie Kroes's envisaged activity as Special Advisor of the Bank of America Merrill Lynch is compatible with Article 245(2) of the TFEU on the condition that Ms Kroes respects, in all circumstances, her duties arising from Articles 245(2) and 339 of the TFEU and from the Code of Conduct for Commissioners, and notably as concerns the protection of the collegiality and the confidentiality of the matters dealt with by the Commission during her two mandates as Member of the Commission and the ~~prohibition~~interdiction of lobbying the Commission and/or its Services for the Bank of America Merrill Lynch, during eighteen months after the end of her mandate~~her term of office~~;
- (2) to instruct the Secretary General to inform Ms Kroes about the present decision and the condition contained therein.

MEMORANDUM FROM THE PRESIDENT TO THE COMMISSION

According to Article 245(2) of the Treaty on the Functioning of the European Union, the members of the Commission 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.

Further to this Treaty provision, the Code of Conduct for Commissioners (C (2011) 2904 final) establishes a specific procedure for the assessment of planned occupations which former Commissioners intend to take up during the eighteen months after they have ceased to hold office. The Commission shall examine the nature of the planned occupation and, if the activity is related to the content of the Commissioner's portfolio, it shall seek the opinion of the Ad hoc Ethical Committee.

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Ms Kroes informed that the role of the Special Advisor is limited to giving advice. Via sharing experiences, insights and exchanging perspectives, the Bank aims to strengthen its client engagement and relationships. More concretely for her role as an advisor, this means she could be requested to contribute to conferences and engaging politicians and thought leaders or, for instance, be asked to give advice on female leadership within the organisation or business opportunities and raising awareness and stimulating interaction on new initiatives at major events, such as at the World Economic Forum.

In her letter, Ms Kroes also informed that during her mandate as Commission Vice-President for the Digital Agenda there have not been any business contacts between herself and the management of the Bank of America which could have led up to this request.

She further stated that the content of the topics with which the Bank of America deals are only very remotely linked to the activities of the Digital Agenda. However, Ms Kroes stated that, in the unlikely event that a topic would create a conflict of interest with her previous role, she will withdraw herself from any involvement whatsoever.

On 26 January 2015, the Ad hoc Ethical Committee was requested to deliver its opinion on the compatibility of the above referred activity with Article 245(2) of the TFEU.

The Ad hoc Ethical Committee delivered its opinion on 30 January 2015. The Committee considered the explanations provided by Ms Kroes and took note of the general nature of her future activity as Special Advisor of the Bank of America Merrill Lynch, which seems only remotely related to her former Commission mandate.

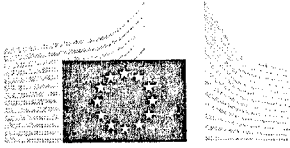
The Committee also noted the explicit assurances given by Ms Kroes that, should a link nevertheless become manifest, she would not get involved in any activities which might create a conflict of interest with her former Commission portfolio. The Committee took these assurances to confirm that Ms Kroes is fully aware of, and will abide by, her obligations arising from the Code of Conduct for Commissioners and Article 245(2) of the TFEU.

This led the Committee to conclude that, by accepting the invitation to become Special Advisor of the Bank of America, Merrill Lynch (Europe, Middle East and Africa), Ms Kroes acts in accordance with the second paragraph of article 245(2) of the TFEU.

The Services of the Commission considered the Ad hoc Ethical Committee's positive opinion. In line with the Commission's established policy, they also considered that Ms Kroes should be reminded about the need to comply with her obligations under Articles 245 and 339 of the TFEU and about the prohibition of any lobbying activity for her client with the Commission and/or its Services during eighteen months after her term of office at the Commission.

The Commission is invited:

- (1) to decide that former Vice-President Ms Neelie Kroes's envisaged activity as Special Advisor of the Bank of America Merrill Lynch is compatible with Article 245(2) of the TFEU on the condition that Ms Kroes respects, in all circumstances, her duties arising from Articles 245(2) and 339 of the TFEU and from the Code of Conduct for Commissioners, and notably as concerns the protection of the collegiality and the confidentiality of the matters dealt with by the Commission during her two mandates as Member of the Commission and the prohibition of lobbying the Commission and/or its Services for the Bank of America Merrill Lynch, during eighteen months after the end of her mandate;
- (2) to instruct the Secretary General to inform Ms Kroes about the present decision and the condition contained therein.



COMMISSION EUROPÉENNE

SECRETARIAT GÉNÉRAL

DOCUMENT 5

Bruxelles, le 2 février 2015

C(2015) 612

COMMISSION INTERNE

OJ 2114

ACTIVITES APRES CESSATION DE FONCTION D'UN MEMBRE DE LA COMMISSION

Communication de M. le PRESIDENT

Cette question est inscrite à l'ordre du jour de la 2114^{ème} réunion de la Commission le 4 février 2015.

Destinataires : Membres de la Commission

MEMORANDUM FROM THE PRESIDENT TO THE COMMISSION

According to Article 245(2) of the Treaty on the Functioning of the European Union, the members of the Commission 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.

Further to this Treaty provision, the Code of Conduct for Commissioners (C (2011) 2904 final) establishes a specific procedure for the assessment of planned occupations which former Commissioners intend to take up during the eighteen months after they have ceased to hold office. The Commission shall examine the nature of the planned occupation and, if the activity is related to the content of the Commissioner's portfolio, it shall seek the opinion of the Ad hoc Ethical Committee.

On 17 January 2015, former Vice-President Neelie Kroes notified the Commission about her likely intention to accept a remunerated post Commission-office assignment as Special Advisor of the Bank of America Merrill Lynch (Europe, Middle East and Africa).

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The Ad hoc Ethical Committee delivered its opinion on 30 January 2015. The Committee considered the explanations provided by Ms Kroes and took note of the general nature of her future activity as Special Advisor of the Bank of America Merrill Lynch, which seems only remotely related to her former Commission mandate.

The Committee also noted the explicit assurances given by Ms Kroes that, should a link nevertheless become manifest, she would not get involved in any activities which might create a conflict of interest with her former Commission portfolio. The Committee took these assurances to confirm that Ms Kroes is fully aware of, and will abide by, her obligations arising from the Code of Conduct for Commissioners and Article 245(2) of the TFEU.

This led the Committee to conclude that, by accepting the invitation to become Special Advisor of the Bank of America, Merrill Lynch (Europe, Middle East and Africa), Ms Kroes acts in accordance with the second paragraph of article 245(2) of the TFEU.

The Services of the Commission considered the Ad hoc Ethical Committee's positive opinion. In line with the Commission's established policy, they also considered that Ms Kroes should be reminded about the need to comply with her obligations under Articles 245 and 339 of the TFEU and about the prohibition of any lobbying activity for her client with the Commission and/or its Services during eighteen months after her term of office at the Commission.

The Commission is invited:

- (1) to decide that former Vice-President Ms Neelie Kroes's envisaged activity as Special Advisor of the Bank of America Merrill Lynch is compatible with Article 245(2) of the TFEU on the condition that Ms Kroes respects, in all circumstances, her duties arising from Articles 245(2) and 339 of the TFEU and from the Code of Conduct for Commissioners, and notably as concerns the protection of the collegiality and the confidentiality of the matters dealt with by the Commission during her two mandates as Member of the Commission and the prohibition of lobbying the Commission and/or its Services for the Bank of America Merrill Lynch, during eighteen months after the end of her mandate;
- (2) to instruct the Secretary General to inform Ms Kroes about the present decision and the condition contained therein.



EUROPEAN COMMISSION
SECRETARIAT-GENERAL

The Secretary General

DOCUMENT 7

Brussels, 04 FEB. 2015
SG/B3 Ares(2015)

Ms Neelie Kroes
By e-mail to:

Dear Ms Kroes,

I am pleased to inform you that the Commission decided, during its 2114th meeting of 4 February 2015, that your envisaged post Commission-office activity, notified with your letter of 17 January 2015 (Ares(2015) 217934), as Special Advisor for the Bank of America Merrill Lynch is compatible with Article 245(2) of the TFEU on the condition that you respect, in all circumstances, your duties arising from Articles 245(2) and 339 of the TFEU and from the Code of Conduct for Commissioners, and notably as concerns the protection of the collegiality and the confidentiality of the matters dealt with by the Commission during your mandates as Member of the Commission and the prohibition of lobbying the Commission and/or its Services for the Bank of America Merrill Lynch, during eighteen months after the end of your mandate.

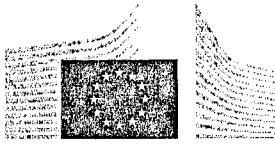
Please find enclosed Commission decision C(2015) 612.

Yours sincerely,

Catherine Day

Encl: Commission Decision C(2015) 612

Cc: Mr Selmayr (Head of President Juncker's Private Office)



COMMISSION EUROPÉENNE

SECRÉTARIAT GÉNÉRAL

Bruxelles, le 2 février 2015

C(2015) 612

COMMISSION INTERNE

OJ 2114

ACTIVITES APRES CESSATION DE FONCTION
D'UN MEMBRE DE LA COMMISSION

Communication de M. le PRESIDENT

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The Services of the Commission considered the Ad hoc Ethical Committee's positive opinion. In line with the Commission's established policy, they also considered that Ms Kroes should be reminded about the need to comply with her obligations under Articles 245 and 339 of the TFEU and about the prohibition of any lobbying activity for her client with the Commission and/or its Services during eighteen months after her term of office at the Commission.

The Commission is invited:

- (1) to decide that former Vice-President Ms Neelie Kroes's envisaged activity as Special Advisor of the Bank of America Merrill Lynch is compatible with Article 245(2) of the TFEU on the condition that Ms Kroes respects, in all circumstances, her duties arising from Articles 245(2) and 339 of the TFEU and from the Code of Conduct for Commissioners, and notably as concerns the protection of the collegiality and the confidentiality of the matters dealt with by the Commission during her two mandates as Member of the Commission and the prohibition of lobbying the Commission and/or its Services for the Bank of America Merrill Lynch, during eighteen months after the end of her mandate;
- (2) to instruct the Secretary General to inform Ms Kroes about the present decision and the condition contained therein.



EUROPEAN COMMISSION
SECRETARIAT-GENERAL

The Secretary General

DOCUMENT 8

Brussels, **04 FEB. 2015**
SG/B3 Ares(2015)

Note to the Members of the Ad-Hoc Ethical Committee

Mr Nikolaus Van der Pas
Mr Rafael García-Valdecasas
Mr Terry Wynn

Subject: Commission Decision on a post-mandate activity of former Vice-President Neelie Kroes.

Please find enclosed, for your information, Commission Decision C(2015) 612, adopted at its 2114th meeting of 4 February 2015, on former Vice-President Neelie Kroes' envisaged activity as Special Advisor for the Bank of America Merrill Lynch.

Catherine Day

Encl: Commission Decision C(2015) 612

MEMORANDUM FROM THE PRESIDENT TO THE COMMISSION

According to Article 245(2) of the Treaty on the Functioning of the European Union, the members of the Commission 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.

Further to this Treaty provision, the Code of Conduct for Commissioners (C (2011) 2904 final) establishes a specific procedure for the assessment of planned occupations which former Commissioners intend to take up during the eighteen months after they have ceased to hold office. The Commission shall examine the nature of the planned occupation and, if the activity is related to the content of the Commissioner's portfolio, it shall seek the opinion of the Ad hoc Ethical Committee.

On 19 January 2015, former Vice-President Neelie Kroes notified the Commission about her likely intention to accept a remunerated post Commission-office assignment as Special Advisor of the Bank of America Merrill Lynch (Europe, Middle East and Africa).

Ms Kroes informed that the role of the Special Advisor is limited to giving advice. Via sharing experiences, insights and exchanging perspectives, the Bank aims to strengthen its client engagement and relationships. More concretely for her role as an advisor, this means she could be requested to contribute to conferences and engaging politicians and thought leaders or, for instance, be asked to give advice on female leadership within the organisation or business opportunities and raising awareness and stimulating interaction on new initiatives at major events, such as at the World Economic Forum.

In her letter, Ms Kroes also informed that during her mandate as Vice-President for the Digital Agenda there have not been any business contacts between herself and the management of the Bank of America which could have lead up to this request.

She further stated that the content of the topics with which the Bank of America deals are only very remotely linked to the activities of the Digital Agenda. However, Ms Kroes stated that, in the unlikely event that a topic would create a conflict of interest with her previous role, she will withdraw herself from any involvement whatsoever.

The Services of the Commission examined the nature of Ms Kroes' envisaged activity. Despite Ms Kroes explicit willingness to seek the Ad hoc Ethical Committee's opinion, they considered that the link between the envisaged activity and Ms Kroes former portfolio is practically inexistent and that the consultation of the Ad hoc Ethical Committee was not justified. They furthermore considered that the information provided by Ms Kroes on her future responsibilities, on one hand, and the guarantees she provided about her determination to avoid conflicts of interest, on the other hand, are enough to establish that her envisaged activity is compatible with the interests of the European Union and with Article 245(2) of the TFEU. However, in line with the Commission's established policy, they considered that Ms Kroes should be reminded about the need to comply with her obligations under Articles 245 and 339 of the TFEU and about the interdiction of any lobbying activity for her client with the Commission and/or its Services during eighteen months after her term of office at the Commission.

The Commission is invited:

- (1) to decide that former Vice-President Ms Neelie Kroes's envisaged activity as Special Advisor of the Bank of America Merrill Lynch is compatible with Article 245(2) of the TFEU on the condition that Ms Kroes respects, in all circumstances, her duties arising from Articles 245(2) and 339 of the TFEU and from the Code of Conduct for Commissioners, and notably as concerns the protection of the collegiality and the confidentiality of the matters dealt with by the Commission during her two mandates as Member of the Commission and the interdiction of lobbying the Commission and/or its Services for the Bank of America Merrill Lynch, during eighteen months after her term of office;
- (2) to instruct the Secretary General to inform Ms Kroes about the present decision and the condition contained therein.