

# How to report changes in identity under REACH and CLP

January 2019

# ABC

## Disclaimer

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Version	Changes	
Version 01	First version	April 2010
Version 02	Updated version including concepts and definitions, evidence needed to document the legal entity changes in REACH-IT and legal entity changes in the authorisation process.	January 2019

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**Reference:** ECHA-19-H-02-EN

**ISBN:** 978-92-9020-998-0

**ISSN:** 1831-6727

**Cat. Number:** ED-AE-19-001-EN-N

**DOI:** 10.2823/205270

**Publ.date:** Month 2019

**Language:** EN

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Cover page © European Chemicals Agency

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## European Chemicals Agency

Mailing address: P.O. Box 400, FI-00121 Helsinki, Finland

Visiting address: Annankatu 18, Helsinki, Finland

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## The purpose and nature of practical guides

This guide replaces 'Practical guide 8: How to report changes in identity of legal entities' of 14 April 2010. It is a part of series of guidance documents aimed at helping industry comply with REACH and the CLP Regulation in the case of a change in the identity of a pre-registrant, registrant, PPORD notifier, C&L notifier, inquirer, downstream user, applicant for authorisation or authorisation holder.

This practical guide explains what actions companies need to carry out in a specific business and legal context when it concerns an identity change.

### 1. Introduction

Following the registration under REACH, registrants have the obligation to inform about changes in their identity without undue delay to the European Chemicals Agency ('ECHA') (reference to Article 22(1)(a) of REACH<sup>1</sup>). There are two types of such changes:

- i) Legal personality changes: These are changes in the identity of the registrant involving a change in their legal personality. These need to be notified to ECHA through the REACH-IT functionality 'Legal entity change'. In the case of registrations, ECHA levies a fee, which is based on the company size declared by the legal successor in REACH-IT (Article 5(2) of the Fee Regulation<sup>2</sup>).
- ii) Administrative changes: These are changes in the identity of the registrant not involving a change in their legal personality. They are usually minor changes in the contact details of the registrant (e.g. name, address), which need to be provided to ECHA, but no fee is levied (Article 5(1)(c) of the Fee Regulation<sup>2</sup>).

The guide consists of five parts covering:

- Basic concepts and definitions.
- Legal personality changes that need to be reported to ECHA:
  - merger and absorption;
  - split-up, spin-off and asset sale;
  - changes related to only representatives.
- Legal entity change process in REACH-IT, fees and evidence documents.
- Administrative changes in identity not involving a change in legal personality that need to be reported to ECHA.
- Specifics for changes in identity under the authorisation process.

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<sup>1</sup> Regulation (EC) No 1907/2006 of the European Parliament and of the Council of 18 December 2006 concerning the Registration, Evaluation, Authorisation and Restriction of Chemicals (REACH), establishing a European Chemicals Agency, amending Directive 1999/45/EC and repealing Council Regulation (EEC) No 793/93 and Commission Regulation (EC) No 1488/94 as well as Council Directive 76/769/EEC and Commission Directives 91/155/EEC, 93/67/EEC, 93/105/EC and 2000/21/EC.

<sup>2</sup> Regulation (EC) No 340/2008 of 16 April 2008 on the fees and charges payable to the European Chemicals Agency pursuant to Regulation (EC) No 1907/2006 of the European Parliament and of the Council on the Registration, Evaluation, Authorisation and Restriction of Chemicals (REACH).

## 2. Basic concepts and definitions

A number of concepts and definitions apply in the context of REACH and the CLP Regulations and the legal entity change process in REACH-IT, and are summarised in the table below.

**Table 1: Definitions**

Concept	Definition
REACH-IT	Central IT system that supports industry, Member State competent authorities and ECHA to securely submit, process and manage substance data and registration dossiers.
Legal entity (LE)	A natural or legal person with rights and obligations under REACH and CLP. In REACH-IT, a legal entity is identified by a given name, unique identifier (UUID), address, country and other contact information (postal and billing address).
Manufacturer	A natural or legal person established within the EU who manufactures (produces or extracts) a substance within the EU.
Importer	Any natural or legal person established within the EU who is responsible for importing the substance.
Only representative	A natural or legal person established in the EU and appointed by a manufacturer, formulator (producer of mixtures under REACH) or producer of an article established outside the EU to fulfil the obligations of importers and responsible for complying with the legal requirements for importers under REACH.
ECHA account	ECHA account associated with a legal entity which allows access to REACH-IT. It is created through a sign-up process in 'ECHA Accounts'.
Company size	The enterprise category that must be indicated in the ECHA account of the company. Micro, small and medium-sized enterprises under Commission Recommendation 2003/361/EC (SMEs) profit from reduced fees <sup>3</sup> . For only representatives, the company size reported must be that of the represented company (non-EU manufacturer), not the size of the company acting as its only representative.

<sup>3</sup> The company size of an enterprise may change over time, and data of partner and linked enterprises may be relevant in determining the company size. Companies should therefore be familiar with the rules set in Commission Recommendation 2003/361/EC on the SME definition and review the company size declaration before every submission of a registration or application.

Item	Term used in REACH-IT for a pre-registration, registration, notification, inquiry, downstream user report, application for authorisation or granted authorisation which can be transferred from the originating legal entity to the legal successor during the legal entity change process. Each item has a reference number as a unique identifier.
Legal entity change	Functionality in REACH-IT for reporting changes in identity involving a change in personality through a transfer of items from the originating legal entity to the legal successor.
Originating legal entity	Term used in REACH-IT for the legal entity (company) which initiates the legal entity change to transfer the items to the legal successor.
Legal successor	Term used in REACH-IT for the legal entity (company) which receives the items as a result of the legal entity change.

### 3. Legal entity change scenarios

There are a number of instances where changes need to be notified to ECHA through the REACH-IT functionality 'Legal entity change'. Typically, these concern changes in the identity of the registrant, pre-registrant, PPOD or C&L notifier, inquirer, downstream user, applicant for authorisation or authorisation holder, for mergers, absorptions, splits, asset sale and changes related to only representatives.

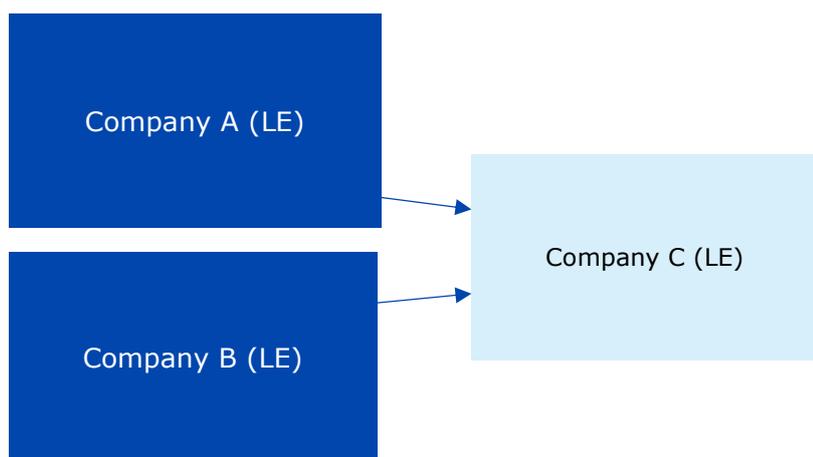
Changes in ownership and control of the legal entity – such as changes in shareholding or a change from sole ownership to joint ownership – do not need to be notified to ECHA. However, they do need to be notified to ECHA according the relevant procedure if they are accompanied by, for example, a change of legal personality, a change in tonnage band or a change of name or address. Changes in ownership and control of the legal entity may also affect the company size.

Examples of scenarios involving a legal entity change which needs to be notified to ECHA are presented in the following sections.

#### 3.1 Mergers and absorptions

##### 3.1.1 Merger

A merger is the fusion of two companies into a new legal entity. In the case of a merger, the merged companies may both cease to exist. The new legal entity will acquire all the rights and obligations from the companies that are merged.



#### Scenario 1a:

Company A (a legal entity holding a registration for substance x) and company B (a legal entity holding a registration for substance y) merge their business activities to create a new legal entity, company C. Companies A and B will cease to exist.

Company A and company B must each initiate, one after another<sup>4</sup>, a legal entity change in REACH-IT to transfer the registrations (and, if relevant, the pre-registrations, notifications, inquiries, downstream user reports) to the ECHA account of company C. New company C will take over the registrations (and other items) for substances x and y. Company C will need to pay two legal entity change fees to ECHA.

#### Scenario 1b:

What happens if companies A and B hold registrations for the same substance?

Company A (a legal entity holding registrations for a number of substances including substance x in quantities between 100-1000 tonnes/year) and company B (a legal entity holding registrations for a number of substances including substance x in quantities between 10-100 tonnes/year) merge their business activities to create a new legal entity, company C. Companies A and B cease to exist.



One company cannot have two registrations for the same substance. Therefore, if a registration for a substance is transferred to the ECHA account of a company that already has a registration for the same substance, the status of the transferred registration will be marked as 'Annulled'<sup>5</sup> in REACH-IT.

New company C will take over the registrations (and, if relevant, the pre-registrations,

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<sup>4</sup> Due to the technical implementation of the legal entity change functionality in REACH-IT, company B cannot initiate the legal entity change to company C while the legal entity change from company A to company C is still ongoing.

<sup>5</sup> The registration history remains available in REACH-IT for the legal successor.

notifications, inquiries, downstream user reports) for all substances, including for substance x. In this case, there are two possibilities:

- If company A is the first to initiate a legal entity change in REACH-IT, company C will take over the registrations (and other items) for all substances, including the registration for substance x in quantities between 100-1000 tonnes/year. Since company C cannot have two registrations for the same substance, when company B subsequently<sup>6</sup> transfers its registrations (including that for substance x in quantities between 10-100 tonnes/year), this registration for substance x will be marked as 'Annulled' in REACH-IT after the transfer.
- If company B is the first to initiate the legal entity change in REACH-IT and company A the second, company C will take over the registrations (and other items) for all substances, including the registration for substance x in quantities between 10-100 tonnes/year. In this case, the registration for substance x from company A will be marked as 'Annulled' in REACH-IT after company A makes the transfer, but REACH-IT will keep track of company C's right to the higher tonnage band of 100-1000 tonnes/year. If company C manufactures substance x in this higher quantity, it will be required to make a tonnage band update in REACH-IT (from 10-100 tonnes/year to 100-1000 tonnes/year), but no fee would be charged for this tonnage band update.

In both cases, company C will need to pay two legal entity change fees to ECHA.

Scenario 2:

Company A (a legal entity holding a registration for substance x) and company B (a legal entity with no registrations in REACH-IT) merge their business activities to create a new legal entity, company C. Companies A and B will cease to exist.

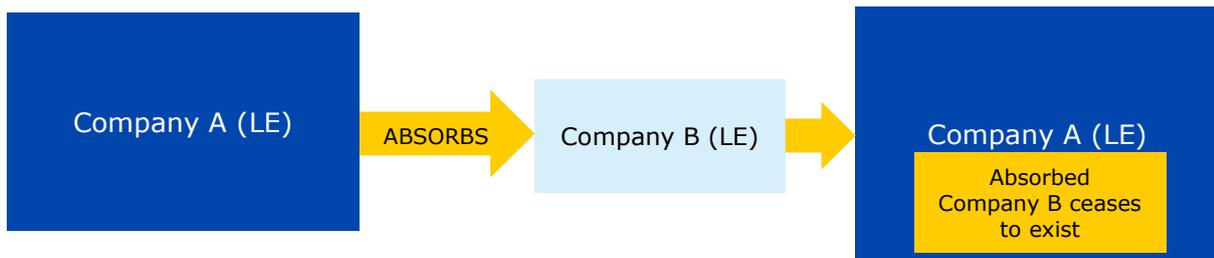
Company A must initiate a legal entity change in REACH-IT in order to transfer the registration (and, if relevant, the pre-registration, notification, inquiry, downstream user report) to the ECHA account of company C. New company C will take over the registration (and other items) for substance x. Company C will need to pay one legal entity change fee to ECHA.

### 3.1.2 Absorption

An absorption is a form of merger where two or more companies combine into an 'existing company'. In the case of absorption, only one company will continue to exist and the other will cease to exist. The acquired company transfers its assets, liabilities to the acquiring company. Thus, the company that absorbs will acquire all the rights and obligations of the company that is absorbed.

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<sup>6</sup> Due to the technical implementation of the legal entity change functionality in REACH-IT, company B cannot initiate the legal entity change to company C while the legal entity change from company A to company C is still ongoing.



#### Scenario 1:

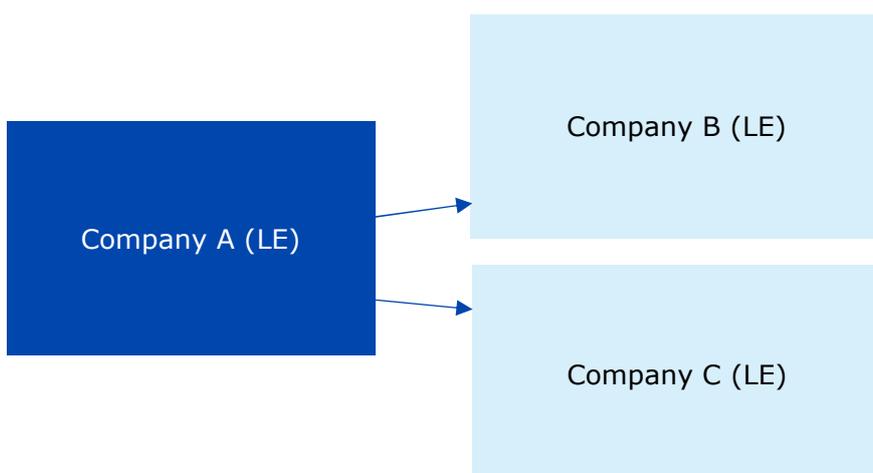
Company A (a legal entity with no registrations in REACH-IT) is acquiring company B (a legal entity holding a registration for substance x) and will take over the business activities and the registration for substance x. Company B will cease to exist.

Company B must initiate a legal entity change in REACH-IT to transfer the registration (and, if relevant, pre-registration, notification, inquiry or downstream user report) to the ECHA account of company A. Company A will take over the registration (and other items) for substance x. Company A will need to pay one legal entity change fee to ECHA.

## 3.2 Split-ups, spinoffs and asset sales

### 3.2.1 Split-up

A split-up is a corporate action in which a single company splits into two or more separately run companies (legal entities). In a split-up, the company that is splitting will cease to exist. The new legal entities will acquire all the rights and obligations from the company that has split its business activities.



## Scenario 1:

Company A (a legal entity holding registrations for substances x and y) is splitting its business activities and will be divided into company B and company C. Company B will take over the business activity related to substance x and become the holder of the registration for substance x. Company C will take over the business activity related to substance y and become the holder of the registration for substance y. Company A will cease to exist.

Company A must initiate two separate legal entity changes in REACH-IT to transfer the registrations (and, if relevant, the pre-registrations, notifications, inquiries or downstream user reports) to the ECHA accounts of companies B and C. Company B will take over the registration (and other items) for substance x. Company C will take over the registration (and other items) for substance y. Companies B and C will each need to pay a fee for a legal entity change to ECHA.

## Scenario 2:

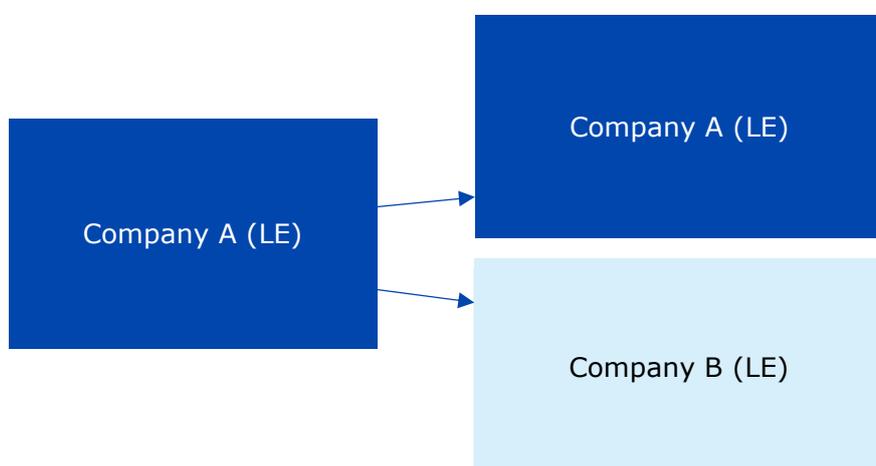
Company A (a legal entity holding registrations for substances x and y) is splitting its business activities and will be divided into company B and company C. Company B will take over the business activities related to substances x and y and will become the holder of the registrations for substances x and y. Company A will cease to exist.

Company A must initiate one legal entity change in REACH-IT to transfer the registrations (and, if relevant, the pre-registrations, notifications, inquiries or downstream user reports) to the ECHA account of company B. Company B will take over the registrations (and other items) for substances x and y. Company B will need to pay one legal entity change fee to ECHA.

 If company C also pursues manufacturing or importing substances x and y like company B, it will need to register those substances before starting the importing or manufacturing activity.

### 3.2.2 Spin-off

A spin-off is a reorganisation of an existing business by dividing a parent company and creating an independent company. The parent company will continue to exist.



## Scenario 1:

Company A (a legal entity holding registrations for substances x and y) reorganises its business activities by breaking into a separate subsidiary, company B. Company B will take over the business activities related to substances x and y and become the holder of the registrations for substances x and y. The parent company, company A, will continue to exist, but will not continue its previous business activities related to substances x and y.

Company A must initiate one legal entity change in REACH-IT to transfer the registrations (and, if relevant, the pre-registrations, notifications, inquiries or downstream user reports) to the ECHA account of company B. New company B will take over the registrations (and the other items) for substances x and y. Company B will need to pay one legal entity change fee to ECHA.

## Scenario 2:

Company A (a legal entity holding registrations for substances x and y) reorganises its business activities by breaking into a separate subsidiary, company B. Company B will take over the business activities related to substance x and become the holder of the registration for substance x. The parent company, company A, will continue to exist and continue its business activities related to substance y.

Company A must initiate a legal entity change in REACH-IT to transfer the registration (and, if relevant, the pre-registration, notification, inquiry or downstream user report) to the ECHA account of company B. New company B will take over the registration (and other items) for substance x. Company B will need to pay one legal entity change fee to ECHA.

 If company B pursues manufacturing or importing substance y like the parent company, company A, it will need to register this substance before starting the importing or manufacturing activity.

## Scenario 3:

Company A (a legal entity holding registrations for substances x and y) reorganises its business activities by breaking into a separate subsidiary, company B. The parent company, company A, will continue to exist and continue its business activities, remaining the holder of the registrations for substances x and y.

In this case, even if there is a change in the legal personality of the registrant, there is no legal entity change to be reported to ECHA. However, if there are any other changes following this spin-off (e.g. a change of tonnage band), company A must update its registration accordingly.

 If company B pursues manufacturing or importing substances x and y like the parent company, company A, it will need to register those substances before starting the importing or manufacturing activity.

### 3.2.3 Asset sale

An asset sale, such as the sale of a manufacturing plant or business activity related to a substance registered under REACH, is considered a change of legal personality. What qualifies as an asset sale may differ depending on the applicable national company law of the EU Member States. In any event, registrations, pre-registrations, inquiries, notifications, downstream user reports and applications for authorisation cannot be seen as commodities, i.e. they are not assets that can be subject to a sale on their own. They can be transferred to another company only as a result of the transfer of the activity subject to the corresponding obligation, such as the plant where the substance is manufactured or the assets related to the importing business activity.

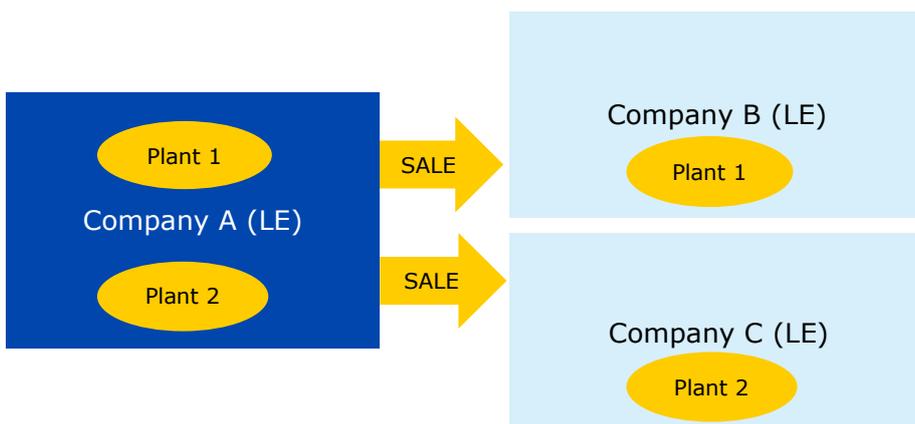
Scenario 1:



Company A (a legal entity holding a registration for substance x) sells the manufacturing plant where substance x is manufactured and its business activity related to this substance to company B. Company B will become the owner of the business activity and the manufacturing plant, as well as the holder of the registration for substance x.

Company A must initiate a legal entity change in REACH-IT to transfer the registration (and, if relevant, the pre-registration, notification, inquiry or downstream user report) to the ECHA account of company B. Company B will take over the registration (and the other items) for substance x. Company B will need to pay a legal entity change fee to ECHA.

Scenario 2:

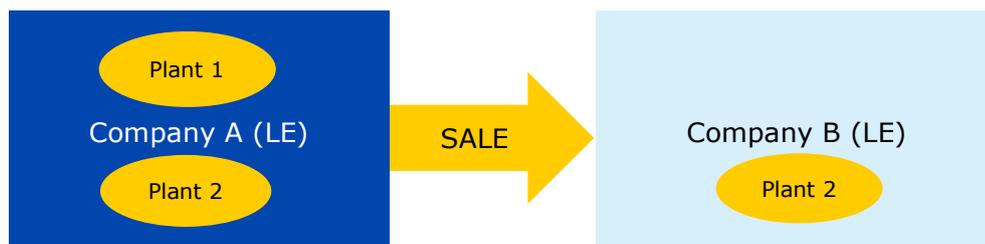


Company A (a legal entity holding registrations for substances x and y) owns manufacturing plants 1 and 2, where substances x and y are manufactured. Company A sells manufacturing plant 1, where substance x is manufactured, and its business activity related to this substance to company B. Company B becomes the owner of the business activity and the manufacturing plant, and the holder of the registration for substance x. Company A sells manufacturing plant 2, where substance y is manufactured, and its business activity related to this substance to company C. Company C becomes the owner of the business activity and the manufacturing

plant, as well as the holder of the registration for substance y.

Company A must initiate two legal entity changes in REACH-IT to transfer the registrations (and, if relevant, the pre-registrations, notifications, inquiries or downstream user reports) to the ECHA accounts of companies B and C. Company B takes over the registration (and the other items) for substance x. Company C takes over the registration (and the other items) for substance y. Company B and company C will each need to pay a fee for the legal entity changes to ECHA.

Scenario 3:



Company A (a legal entity holding a registration for substance x) owns manufacturing plants 1 and 2, where substance x is manufactured. Company A sells manufacturing plant 2, where substance x is manufactured, and its business activity related to this substance to company B. Company B becomes the owner of the business activity and manufacturing plant 2. Company A will continue its business activity of manufacturing substance x in plant 1 and will remain the holder of the registration for substance x.

 One registration cannot be shared by two different companies.

In this case, there is no change in the legal personality of the registrant (i.e. company A). Therefore, there is no legal entity change to be reported to ECHA. However, if there are any other changes following this asset sale (e.g. a change of tonnage band), company A must update its registration accordingly.

In addition, company B will become the new owner of manufacturing plant 2, but will not hold a registration for substance x. Company B must register substance x before starting to manufacture substance x.

### 3.3 Changes related to only representatives

Manufacturers, formulators and producers of articles based outside the European Economic Area (EEA), which comprises the EU Member States and Norway, Iceland and Liechtenstein, can appoint an EEA-based only representative to take over the tasks and responsibilities of importers under REACH.

One only representative can represent more than one non-EEA company. In this case, the only representative must create separate ECHA accounts ('legal entities' in REACH-IT) for each non-EEA company it is representing, and submit the necessary registrations for each of the represented companies. Only representatives should note that they must not change their role from 'OR' to 'Importer' or 'Manufacturer' for a given registration. These are different roles under REACH, and are not interchangeable or convertible.

The only representative has to communicate to ECHA any change related to:

- the identity of the only representative itself; and
- the identity of the non-EEA manufacturer, formulator or producer of articles that appointed the only representative.

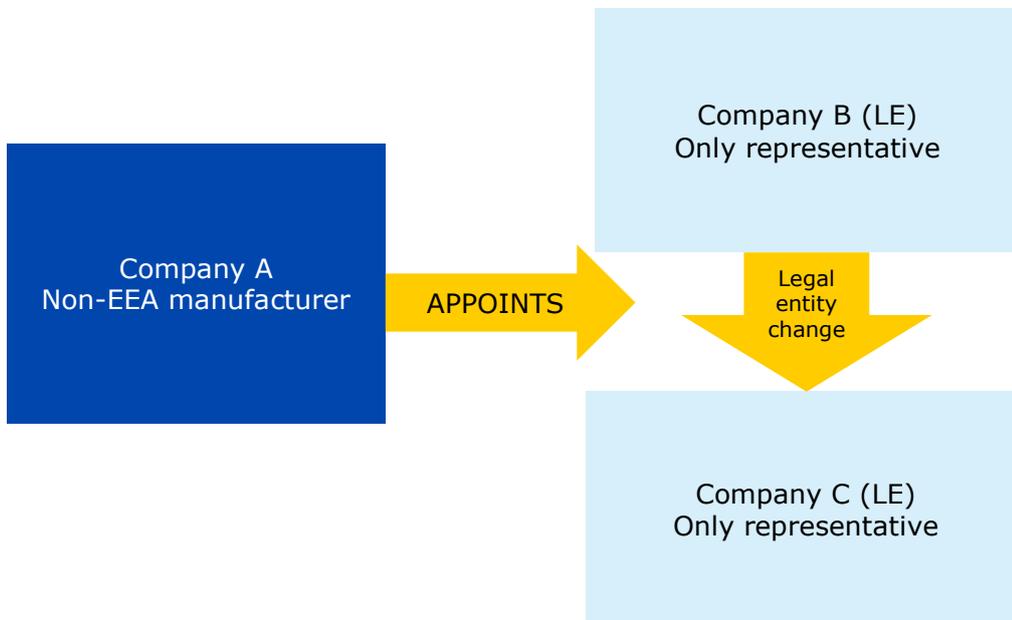
### 3.3.1 Changes in identity of the only representative

If the only representative itself goes through a merger, absorption, split or asset sale, the only representative has to report such changes to ECHA through REACH-IT under 'Only Representative change'.

If the non-EEA company wants to change its only representative, the original only representative needs to report such a change to ECHA through REACH-IT by initiating a 'Legal entity change' to transfer the registrations, pre-registrations, notifications, inquiries or downstream user reports to the new only representative appointed by the non-EEA company. To prevent any disagreement, the non-EEA company is advised to include clauses in the agreement by which it appointed its original only representative on how to handle the situation of changing the only representative. The appointment of an only representative is a private agreement between two companies.

In exceptional cases where it is not possible for the previous only representative to initiate the legal entity change in REACH-IT (e.g. due to bankruptcy and cease of business activity of the former only representative), the non-EEA company and its newly appointed only representative may contact ECHA Helpdesk for further guidance.

Scenario 1:



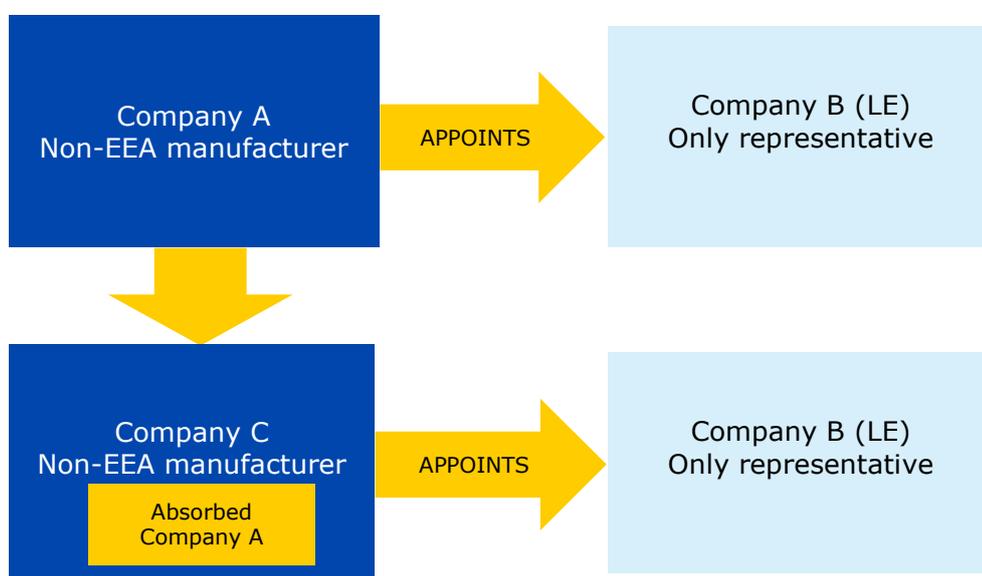
Company A (non-EEA manufacturer of substance x) by mutual agreement appoints EEA-based company B as its only representative. As company A's only representative, company B registers substance x (indicating the company size of company A in the ECHA account). A few years later, company A decides to change its only representative, and the role of only representative needs to be transferred from company B to EEA-based company C. All three companies have agreed on the change.

Company B, the initial only representative of company A, must initiate a legal entity change in REACH-IT to transfer the registration (and, if relevant, the pre-registration, notification, inquiry or downstream user report) to the ECHA account of newly appointed only representative, company C. Company C will take over the registration (and other items) for substance x. Company C will need to pay a legal entity change fee to ECHA and must indicate the size of company A so that they pay the correct amount.

### 3.3.2 Changes in identity of a non-EEA manufacturer, formulator or producer that appointed an only representative

If a non-EEA manufacturer, formulator or producer that appointed an only representative goes through a merger, absorption, split or asset sale, its only representative has to report such changes related to its identity to ECHA through REACH-IT under 'Only Representative change'.

Scenario 2:



Company A (non-EEA manufacturer of substance x) by mutual agreement appoints EEA-based company B as its only representative. As company A's only representative, company B registers substance x (indicating the company size of company A in the ECHA account). A few years later, company A is absorbed by company C (non-EEA manufacturer of substance x). Company B continues to act as only representative for company C for the registration of substance x.

As the only representative, company B will need to create a new ECHA account to represent the new legal entity, company C. The account has to reflect the size of company C. Company B will need to transfer the registration (and, if relevant, the pre-registration, notification, inquiry or downstream user report) for substance x from the ECHA account used to represent company A to an ECHA account for new company C. This is done in REACH-IT using the legal entity change functionality and selecting the option 'Only representative change'. Company B will need to pay

one legal entity change fee to ECHA<sup>7</sup>.

## 4. Legal entity change process in REACH-IT, fees and evidence documents

This chapter presents the key information that needs to be checked before initiating a legal entity change process, describes the main steps of the process in REACH-IT, and specifies the basis for determining the fee and the documents that must be provided as evidence to ECHA to justify the change.

Companies should be aware that national company law, as well as the type of evidence that can document a change of legal personality, differs across EU Member States. It is the responsibility of the company to check in advance which national law applies as well as what the relevant evidence to be provided is.

### 4.1 What to check before initiating a legal entity change process in REACH-IT

Before initiating a legal entity change process in REACH-IT, both the originating legal entity and the legal successor should check the following:

- The legal successor has to indicate the correct company size in REACH-IT when reporting the legal entity change. This means that the legal successor has to indicate – before the transfer – its current company size after the legal entity change. For an only representative, the company size used should be based on the size of the appointing non-EEA company. If the legal successor claims to be an SME, it will be requested to pay only the corresponding reduced fee for the legal entity change. The legal successor should be aware that ECHA can initiate an SME verification procedure at any time to confirm eligibility for SME fee reductions for registration. The consequences of a wrong declaration of company size are described on ECHA's website<sup>8</sup>.
- The 'Lead' or 'Member' registrant role of the originating legal entity will be transferred together with the respective registration to the legal successor. If the 'Lead' role should not be transferred, the originating legal entity must relieve itself from the 'Lead' role before the legal entity change, by transferring the role to another registrant in the joint submission, after agreeing with the members of the joint submission.
- A registration, pre-registration, inquiry, notification or downstream user report can only be transferred to one legal successor. REACH-IT will not allow the item to be split or shared between two or more legal entities.
- A company can only have one registration per substance in REACH-IT. Therefore, if a registration is transferred to a company which already has a registration for the same substance, the status of the transferred registration will be set to 'Annulled' in REACH-IT<sup>9</sup>.
- If the registration is not yet complete, is being updated or is included in another legal entity change, it cannot be transferred to the legal successor.

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<sup>7</sup> A similar scenario is described in [Q&A 1188](#).

<sup>8</sup> See Annex 1.

<sup>9</sup> See Section 3.1.1.

- The legal successor cannot be involved in more than one legal entity change at the same time. In other words, if a legal entity change has been initiated to transfer items to the account of a given legal successor, no other legal entity change can be initiated for transfer to this legal successor until the first legal entity change is completed (payment received and items transferred).
- The evidence documents need to be provided in PDF format. Depending on the type of legal entity change, the evidence document content may differ:
  - For a merger, absorption, split-up, spin-off or asset sale, the originating legal entity needs to provide evidence of the change of legal identity, such as the extract from the national trade, companies or commercial register or the relevant agreement related to the change.
  - For a change of only representative, the originating legal entity needs to at least provide the letter of appointment of the new only representative by the non-EEA company.
- The legal successor has to pay a fee to ECHA for the transfer of registrations (fee reductions apply for SMEs). The transfer of pre-registrations, C&L notifications, PPORD notifications, inquiries and downstream user reports is free of charge.

## 4.2 Steps of the legal entity change process in REACH-IT

Step 1: The originating legal entity initiates a legal entity change using the 'Legal entity change' functionality in REACH-IT.

- The originating legal entity has to provide a legal entity change name, assign a contact person and add the UUID of legal successor in the 'Legal entity change details' tab, and move to the next step.
- The originating legal entity must select the type of legal entity change (i.e. 'Merger', 'Split' or 'Only representative change') in the 'Legal entity change type' tab and continue to the selection of items ('assets' in REACH-IT) to be transferred.
- For a 'Split' or 'Only Representative change', the originating legal entity has to manually select the items (such as pre-registrations, registrations, inquiries, notifications and downstream user reports) to be transferred to the legal successor. For a 'Merger', the system will automatically create the list of items to be transferred by default, with no option to modify. If the list of items is long, it will be displayed on more than one page.
- The originating legal entity has to add the evidence documents in PDF format in the 'Attachments' tab.
- The originating legal entity should double-check all the items before confirming the legal entity change.
- Once the legal entity change is confirmed, REACH-IT will display the legal entity change name and provide the security token (digital key), which needs to be shared with the legal successor to finalise the legal entity change in REACH-IT.

Step 2: The legal successor checks whether the legal entity change is correct (items to be transferred are indicated correctly) in REACH-IT.

- The originating legal entity has to communicate to the legal successor outside of REACH-IT (e.g. by email) that the legal entity change is ready for review, and provide the legal entity change name and security token so that the legal successor can access the legal entity change information in REACH-IT. The security token has no expiry date: it is valid until the validation step of the legal entity change is completed.
- After entering the legal entity change name and security token in REACH-IT, the legal successor can verify the list of items to be transferred to its ECHA account. If changes are needed, the legal successor can request the originating legal entity to update the information in REACH-IT. The legal successor cannot delete the legal entity change or update the item list – this can only be done by the originating legal entity who initiated the process.
- Once the item list is finalised, the legal successor can proceed to the validation step.

Step 3: The legal successor validates the legal entity change in REACH-IT.

- By validating the legal entity change, the legal successor confirms the content of the transfer to be made to the ECHA account of the legal successor.
- The legal successor needs to assign a contact person (who may be contacted by ECHA concerning the legal entity change) and continue to confirmation.
- A confirmation message will be displayed by REACH-IT when the legal successor's validation of the legal entity change is confirmed.

Step 4: ECHA issues the invoice for the legal entity change to the legal successor through REACH-IT.

- In accordance with Article 5 of the Fee Regulation<sup>2</sup>, ECHA will issue an invoice for the legal entity change if the item list contains one or more items that trigger a fee, i.e. registrations, registrations of on-site isolated intermediate and of transported isolated intermediate.
- No fee will be charged for the legal entity change if the item list only contains items that do not trigger a fee, i.e. pre-registrations, PPORD notifications, C&L notifications, inquiry notifications and downstream user reports.
- The fee is determined based on the company size declared by the legal successor after the change in legal personality. For changes related to only representatives, the fee is determined based on the declaration by the legal successor of the size of the non-EEA company that appointed the only representative.

- Where a fee must be paid, an invoice (only one invoice per legal entity change) is issued to the legal successor through REACH-IT. The initial due date for payment is set to 14 days from the date of the invoice. If the payment is not provided within the 14 days, ECHA will send a reminder providing an extended due date for payment.

Step 5: The legal successor pays the invoice for the legal entity change and the process is finalised in REACH-IT (the items are transferred to the legal successor).

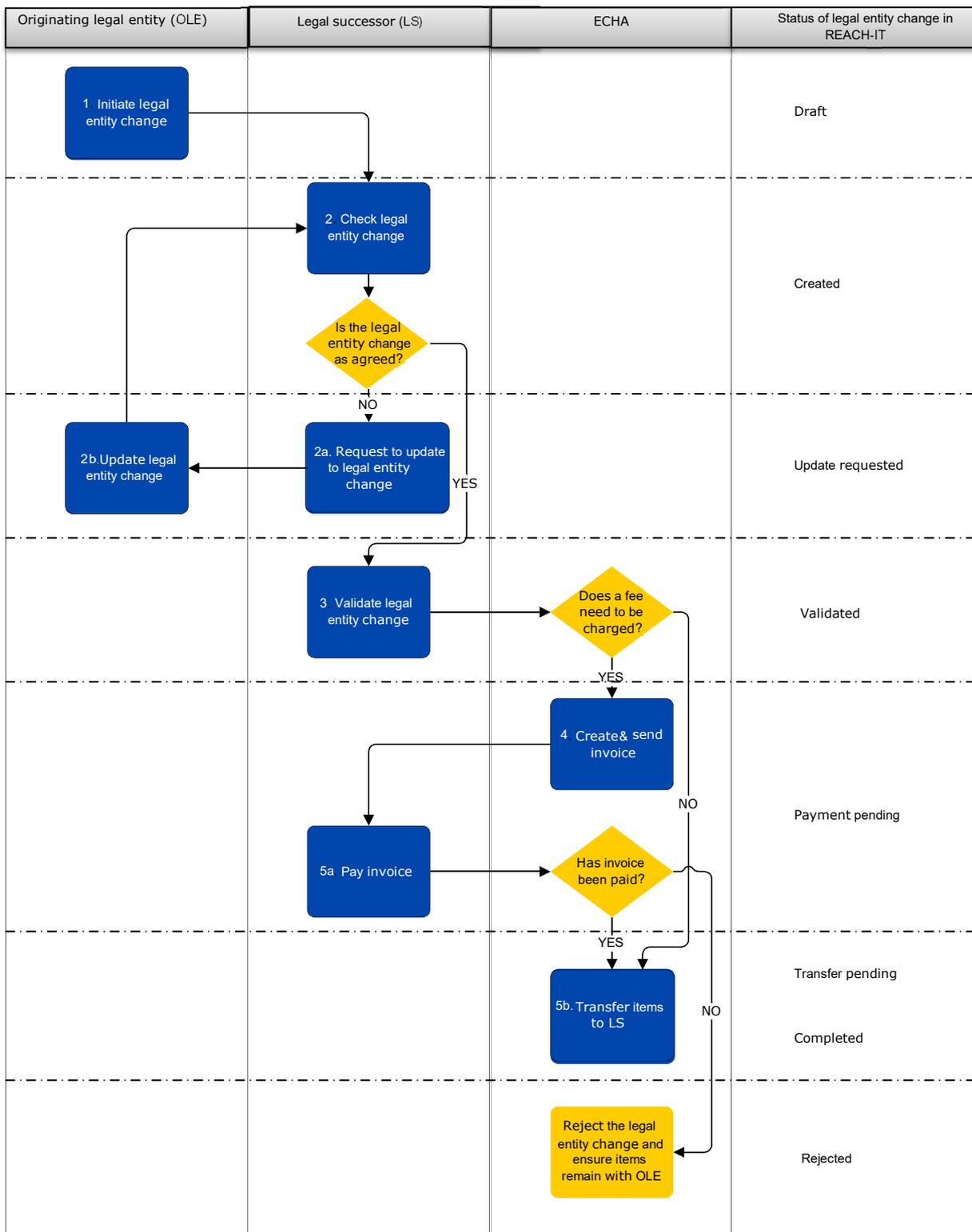
- If the legal entity change does not contain items that trigger a fee and therefore no invoice is issued, the items will be transferred as soon as the process is finalised by the legal successor.
- If the payment is made in full and is received by ECHA within the set deadline, the transfer of items will take place, and the legal entity change process will be completed in REACH-IT.
- If the invoice is not paid within the set deadline, the legal entity change will be rejected in REACH-IT and the items will not be transferred to the legal successor. The items will remain with the originating legal entity.

Step 6: Legal successor verifies the information in the registration and submits any necessary update (e.g. change of tonnage band).

The steps of the legal entity change process in REACH-IT are also described in the chart below (Table 2).

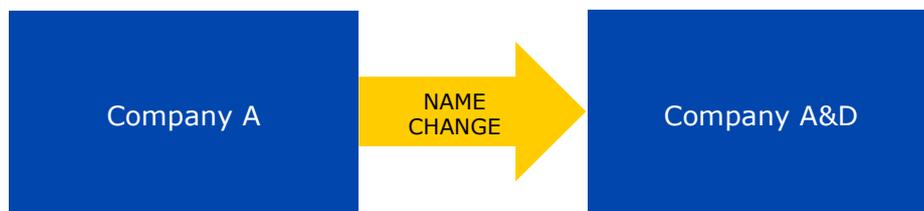
The actions of the three actors involved in the process – the originating legal entity, the legal successor and ECHA – are described in their own columns. A fourth column indicates the status of the process in REACH-IT from the start to completion of the legal entity change process.

**Table 2: Legal entity change process in REACH-IT**



## 5. Administrative changes in the identity of the registrant

This chapter describes administrative changes in the identity of the registrant. Different to the legal personality changes related to a merger, absorption, split-off, asset sale or change of only representative, these are usually minor changes in the contact details of a registrant, such as changes in the company information (name or address), that need to be notified to ECHA.



A company might decide to change its corporate name for administrative or business purposes, such as due to partners leaving the company or for marketing reasons. Similarly, a company may relocate its office to a new address in the same Member State while remaining the same legal entity.

In both cases, only the name or the address of the company changes, but the legal personality of the company remains the same. Consequently, there is no legal entity change to be notified to ECHA, but the company information (name or address) must be updated in REACH-IT.

To make the update:

- log into your ECHA account and modify the company name or address as necessary;
- agree to the disclaimer; and
- upload a supporting document from a national registry or any other institution to prove the official name change or the change of address.

No fee will be charged by ECHA for this update.

## 6. Specifics for changes in identity under the authorisation process

As with changes in registrant identity, ECHA needs to be notified of changes in the legal personality of an applicant for authorisation or an authorisation holder through the 'Legal entity change' functionality in REACH-IT as soon as they take place. The scenarios described in Chapter 3 for cases of merger, split-up, spin-off, asset sale or changes related to only representatives apply by analogy.

Administrative changes in the identity of an applicant for authorisation or an authorisation holder not involving a change in legal personality – such as changes in company name or address – need to be notified to ECHA following the approach described in Chapter 5 of this guide.

## 6.1 What to check before initiating a legal entity change process in REACH-IT for an applicant for authorisation or an authorisation holder

Before initiating a legal entity change process in REACH-IT, both the originating legal entity and the legal successor should check the following:

- An application for authorisation or a granted authorisation can only be transferred to a legal successor who qualifies as a manufacturer, importer, downstream user or only representative with regard to the substances and the uses covered by the application for authorisation or the granted authorisation.
- For applications for authorisation or granted authorisations, there are two possible scenarios:
  - If the originating legal entity is the submitting applicant of an individual or a joint application, there will be two types of items in its ECHA account: first, 'separate items' per use (and substance) and, second, one item corresponding to the submission of one whole application<sup>10</sup>. In this case, the originating legal entity will transfer to the legal successor both the relevant 'separate items' and the item corresponding to the submission of the whole application.
  - If the originating legal entity is a co-applicant of a joint application, it will only transfer the relevant 'separate items'.
- The transfer cannot extend the scope of the original application for authorisation or granted authorisation, e.g. cover different uses.
- The evidence documents need to be provided in PDF format. Depending on the type of legal entity change, the evidence document content may differ:
  - For a merger, split-up, spin-off or asset sale, the originating legal entity needs to provide:
    - evidence of the change of legal identity, such as the extract from the national trade, companies or commercial register or the relevant agreement related to this change; and
    - the specific format document describing the key impacts of the legal entity change on the information in the application (available in REACH-IT and on ECHA's website<sup>11</sup>).
  - For a change of only representative, the originating legal entity needs to provide at least the letter of appointment of the new only representative by the non-EEA company.
- The transfer of applications for authorisation or granted authorisations does not require the payment of a fee to ECHA.

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<sup>10</sup> Items corresponding to applications for authorisation or granted authorisations can be retrieved in REACH-IT when searching for reference numbers by the dossier type 'Application for Authorisation'. The item corresponding to the whole application has a reference number ending with '-0000' and is used by ECHA for sending communications to the submitting applicant.

<sup>11</sup> See Annex 1.

## 6.2 Steps of the legal entity change process in REACH-IT for an applicant for authorisation or an authorisation holder:

Step 1: The originating legal entity initiates a legal entity change using the 'Legal entity change' functionality in REACH-IT.

- See Step 1 in Section 4.2 of this guide. The originating legal entity should make sure that they select all relevant items related to the application for authorisation or the granted authorisation.

Step 2: ECHA validates the legal entity change in REACH-IT.

- ECHA will check whether the legal entity change is properly documented.
- ECHA will communicate to the originating legal entity and the legal successor whether the change is considered to be 'minor' (i.e. a change that would not have material implications on the content of the application or the terms of the opinions of the Committee for Risk Assessment (RAC) and the Committee for Socio-economic Analysis (SEAC)) or 'major' (in all other cases)<sup>12</sup>.
- ECHA will provide the security token to the originating legal entity, which needs to be shared with the legal successor so that they can access the legal entity change information in REACH-IT.

Step 3: The legal successor checks whether the legal entity change is correct (items to be transferred are indicated correctly) in REACH-IT.

- See Step 2 in Section 4.2 of this guide.

Step 4: The legal successor validates the legal entity change in REACH-IT.

- See Step 3 in Section 4.2 of this guide.

Step 5: ECHA will inform the European Commission accordingly. In the case of a granted authorisation, the European Commission will decide on whether the legal entity change may trigger a review of the authorisation.

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<sup>12</sup> If the legal entity change is qualified as 'major', RAC and SEAC might need additional time to assess the implications of the change during the opinion-making process. If ECHA has already adopted an opinion, it will send the assessment to the European Commission who is deciding on the authorisation. Finally, for a granted authorisation, ECHA will provide its views on whether a review of the authorisation could be triggered on the basis of Article 61(2) of REACH to the European Commission.

## Annex 1: Further information

For enquiries on legal entity changes in REACH-IT, contact ECHA Helpdesk:

<https://echa.europa.eu/contact>

For further clarification on whether a company name or a legal personality change applies, contact your national helpdesk:

<https://echa.europa.eu/support/helpdesks>

Information on legal entity changes related to the UK's withdrawal from the EU:

<https://www.echa.europa.eu/uk-withdrawal-from-the-eu>

Information on how to determine your company size category and on how to proceed if you declare your SME size incorrectly:

<https://echa.europa.eu/support/small-and-medium-sized-enterprises-smes/sme-fees-under-reach-and-clp>

Information on the requirements for only representatives:

<https://echa.europa.eu/support/getting-started/only-representative>

Information on fees for legal entity changes:

<https://echa.europa.eu/regulations/reach/legislation>

- The consolidated version of the Fee Regulation can be found in the 'Implementing Legislation' section.

Information on legal entity changes in the authorisation process and the specific format document describing the key impacts:

<https://echa.europa.eu/support/qas-support/browse>

- Under 'REACH', select 'Authorisation' and then go to section 'h) Changes of legal entity'.

EUROPEAN CHEMICALS AGENCY  
ANNANKATU 18, P.O. BOX 400,  
FI-00121 HELSINKI, FINLAND  
ECHA.EUROPA.EU