



Corporate Law newsletter

Outstanding regulation developments

Corporate moratorium. Royal Decree-Law 9/2024 extending for a further two years (until the end of 2026) the extraordinary regime approved during the pandemic for the cause of dissolution due to serious losses (the so-called "corporate moratorium"). [Full text.](#)

Collective investment institutions. Circular 1/2024, of 17 December, of the National Securities Market Commission, repealing Circular 1/2022, of 10 January, relating to the advertising of crypto-assets presented as investment objects. [Full text.](#)

The present newsletter is merely informative and non-exhaustive and does not constitute any type of legal advice. If you wish to receive the present newsletter, please send an e-mail to the sender:

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Other outstanding regulation developments

National Statistical Plan. Royal Decree 1225/2024, of 3 December, approving the National Statistical Plan 2025-2028. [Full text](#)

Nuclear and radioactive facilities. Royal Decree 1217/2024, of 3rd December, approving the Regulation on nuclear and radioactive facilities and other activities related to exposure to ionising radiations. [Complete text.](#)

Aid. Royal Decree 1219/2024, of 3 December, establishing the regulatory bases for the granting of aid for tangible or intangible investments in the processing, marketing or development of agri-food products within the framework of the Strategic Plan of the Common Agricultural Policy, for the promotion of the integration of agri-food associations of a supra-autonomous nature. [Full text.](#)

Petroleum products. Resolution of 9 December 2024, of the Directorate General for Energy Policy and Mines, which publishes the new sales prices, before tax, of liquefied petroleum gases through pipelines. [Full text.](#)

Spanish Agency for International Development Cooperation. Statute. Royal Decree 1246/2024, of 10 December, approving the Statute of the State Agency "Spanish Agency for International Development Cooperation". [Full text.](#)

Foreign exchange market. Resolution of the Banco de España of 10 December 2024 publishing the euro exchange rates for 10 December 2024, published by the European Central Bank, which shall be considered official exchange rates, in accordance with the provisions of article 36 of Law 46/1998, of 17 December 1998, on the Introduction of the Euro. [Full text.](#)

Commercial varieties of plants. Order APA/1424/2024, of 10 December, which provides for the inclusion of various varieties of different species in the Register of Commercial Varieties. [Full text.](#)

Tobaccos. Prices. Resolution of 13 December 2024, of the Presidency of the Tobacco Market Commission, publishing the retail prices of certain tobacco products in Tobacco and Stamp Outlets in the Monopoly area. [Full text.](#)

Wine production. Royal Decree 1308/2024, of 23 December, amending Royal Decree 1338/2018, of 29 October, regulating wine production potential. [Full text](#)

Urgent Measures. Royal Decree-Law 10/2024, of 23 December, for the establishment of a temporary energy tax during the year 2025. [Full text.](#)

Taxes. Order HAC/1484/2024, of 26 December, approving the average sales prices applicable in the management of the Tax on Transfer Tax and Stamp Duty, Inheritance and Gift Tax and Special Tax on Certain Means of Transport. [Full Text](#)

Natural gas. Prices. Resolution of 26 December 2024, of the Directorate General for Energy Policy and Mines, which publishes the natural gas tariff of last resort. [Full text](#)

Remarkable resolutions

Self-monitoring Jury. Resolution of 4 December 2024. Publicity. [Full text](#)

The Jury of Autocontrol partially upheld a complaint against a supermarket chain's advertising campaign for its premium pet food range. The complaint, brought by an association of branded product companies, alleged that the advertising was disparaging, misleading and constituted an unlawful comparison. Following its analysis, the Jury concluded that the advertisement did not constitute a case of unlawful comparative advertising, as there was no unambiguous reference to specific competitors. However, it found that the advertisement made generalised ridicule of leading brands in the sector, portraying them as companies focused solely on making profits, which was considered disparaging advertising, in breach of Rule 21 of the Code of Advertising Conduct. Furthermore, it concluded that the claims about the superior quality of the promoted products and their lower price lacked objective evidence to support them, amounting to misleading advertising in breach of Rule 14. Given that the campaign was disseminated in digital media, the Jury also found that it was in breach of Article 23 of the Code of Online Trust, as it did not comply with the required principles of truthfulness and honesty. As a result, it urged the advertiser to cease the campaign, correct the messages and ensure compliance in future advertising communications.

Self-monitoring Jury. Resolution of 4 December 2024. Publicity. [Full text](#)

Autocontrol's Jury has partially upheld a complaint lodged against an advertisement for anti-spot creams, broadcast on television and the internet. The advertisement used consumer testimonials and a seal of approval by dermatologists. The complainant argued that the testimonials were not authentic and that the seal of approval was misleading and confusing, suggesting that both products promoted were dermatologist-approved when only one was. It further alleged that the advertisement breached the standards of truthfulness and honesty in advertising. The Fourth Section concluded that the testimonies were authentic and supported by adequate factual evidence. However, it found that the use of the seal of approval could mislead the average consumer, as it could be interpreted that both products were approved, when in fact the seal only applied to the fluid. The complaint was therefore partially upheld, declaring that the advertising infringed rules VI.2 and VII.1 of the Self-Regulatory Code for Responsible Communication in the Perfumery and Cosmetics Sector, and rule 14 of Autocontrol's Code of Advertising Conduct. Consequently, the Jury urged the advertiser to rectify the advertisement in order to clarify the scope of the seal of approval

Relevant case law

Judgment of the Supreme Court (Civil Division) of 2 December 2024. Liability for damages in the lorry cartel. [Full text.](#)

The Supreme Court partially upheld the extraordinary appeal for procedural infringement brought by a truck manufacturer in a case for compensation for damages arising from infringements of competition law. In this case, two private individuals claimed the extra costs paid for trucks purchased as a result of a cartel sanctioned by the European Commission, which affected the European market between 1997 and 2011. The Commercial Court of Cáceres initially condemned the defendant. The Provincial Court upheld that decision on appeal. On appeal, the Supreme Court held that the expert report submitted by the plaintiffs to quantify the damage was inadequate, but recognised the existence of the damage on the basis of the characteristics of the cartel. It therefore applied its powers of estimation and fixed compensation equivalent to 5% of the purchase price of the trucks concerned, plus interest from the date of purchase. The Court reaffirmed that the collusive practices sanctioned by the European Commission generate a cost overcharge that affects consumers, even when the quantification of the damage presents technical difficulties. It also rejected the defendant company's claim that interest should accrue only from the filing of the action, confirming that interest should be calculated from the date of purchase in order to ensure full reparation. Finally, no legal costs were imposed and the deposits were ordered to be refunded.

Judgment of the Supreme Court (Civil Division) of 3 December 2024. Interpretation of art. 89 of the Insurance Contract Act. [Full text.](#)

The Supreme Court upheld an appeal in cassation brought by an individual in a case against an insurer. The case arose from the claim of an insured, who claimed full compensation under a life and disability insurance policy after being declared permanently disabled due to pancreatic cancer. Initially, the Court of First Instance of Arenys de Mar rejected the claim as it considered that the insured had fraudulently concealed two previous pathologies (hypertension and epilepsy) in the health questionnaire, applying a proportional reduction of the compensation. The Provincial Court of Barcelona confirmed this decision on appeal, arguing that the period of one year to challenge the policy should be counted from the moment the insurer became aware of the inaccuracies. In cassation, the Supreme Court considered that the pathologies concealed were not causally related to the illness causing the disability. Moreover, it applied the clause of indisputability of article 89 of the Insurance Contract Law, which establishes that the insurer cannot challenge the contract one year after its signature, except in the case of fraudulent intent. As more than five years had passed since the signing of the contract and there was no fraud, the Supreme Court overturned the previous judgements and ordered the insurer to pay full compensation, plus interest from the date of the claim. No legal costs were imposed in either the cassation or appeal proceedings, and the return of the deposits made was ordered.

Review of Interest. New procedural provisions in civil and commercial matters: mandatory ADR and procedural efficiency measures.

The Spanish legislator has implemented a significant reform in the civil and commercial sphere, establishing the [obligatory nature of Appropriate Dispute Resolution \(ADR\) as a prerequisite for filing lawsuits](#), except in certain exceptions. Inspired by Anglo-Saxon ADR, these methods seek to promote swift and confidential out-of-court solutions, with the obligation to resort to procedures such as mediation, conciliation, negotiation between lawyers or the intervention of independent experts before initiating legal proceedings. [Failure to comply with this obligation will lead to the inadmissibility of the claim, in accordance with article 403.2 of the Spanish Civil Procedure Act \(LEC\)](#). In addition, the opening of a negotiation process will interrupt the statute of limitations and suspend the expiry of the statute of limitations, giving a period of one year to file a lawsuit if an agreement is not reached.

Considering this new procedural requirement, it seems advisable that it should not be managed as a mere formality, but rather to take advantage, from a pragmatic perspective, of the mandatory extrajudicial attempt to actively seek an agreed solution to the dispute that has arisen, in those cases in which it appears to be feasible. In this regard, given the difficulties in agreeing on the actual choice of the method of settlement once the dispute has arisen, [we advise paying closer attention to the contractual dispute resolution clauses in order to identify from the outset the](#)

most appropriate mechanism for the specific contractual relationship.

In addition to ADR, the reform includes important procedural efficiency measures. These include [the electronic notification of lawsuits against legal persons](#), with the possibility of proceeding to domiciliary notification if electronic notification is not accessed within three days, before resorting to edictal notification. It also regulates the possibility of issuing oral sentences after the hearing in oral trials and unifies the criteria in eviction proceedings, establishing that pronouncements relating to accumulated claims, such as unpaid rents, will produce the effects of res judicata. With regard to procedural costs, the aim is to reduce abusive litigation, increasing the amounts for claims of undetermined amount and establishing sanctions for procedural bad faith or obstructionist conduct. [In the insolvency area, the maximum limit of fees for the insolvency administration is modified, increasing it to 1,500,000 euros, and the deadlines for convening meetings in the event of the dissolution of companies are clarified](#). Likewise, in the area of tourist rentals, the express approval of the Community of Owners is required, with the favourable vote of 60% of the owners to authorise this activity. [The reform will enter into force on 3 April 2025, and its provisions will only apply to procedures initiated after that date](#). Taken as a whole, these amendments represent a significant advance in the Spanish judicial system, promoting out-of-court solutions, streamlining judicial proceedings and establishing a more efficient, fair and transparent system.

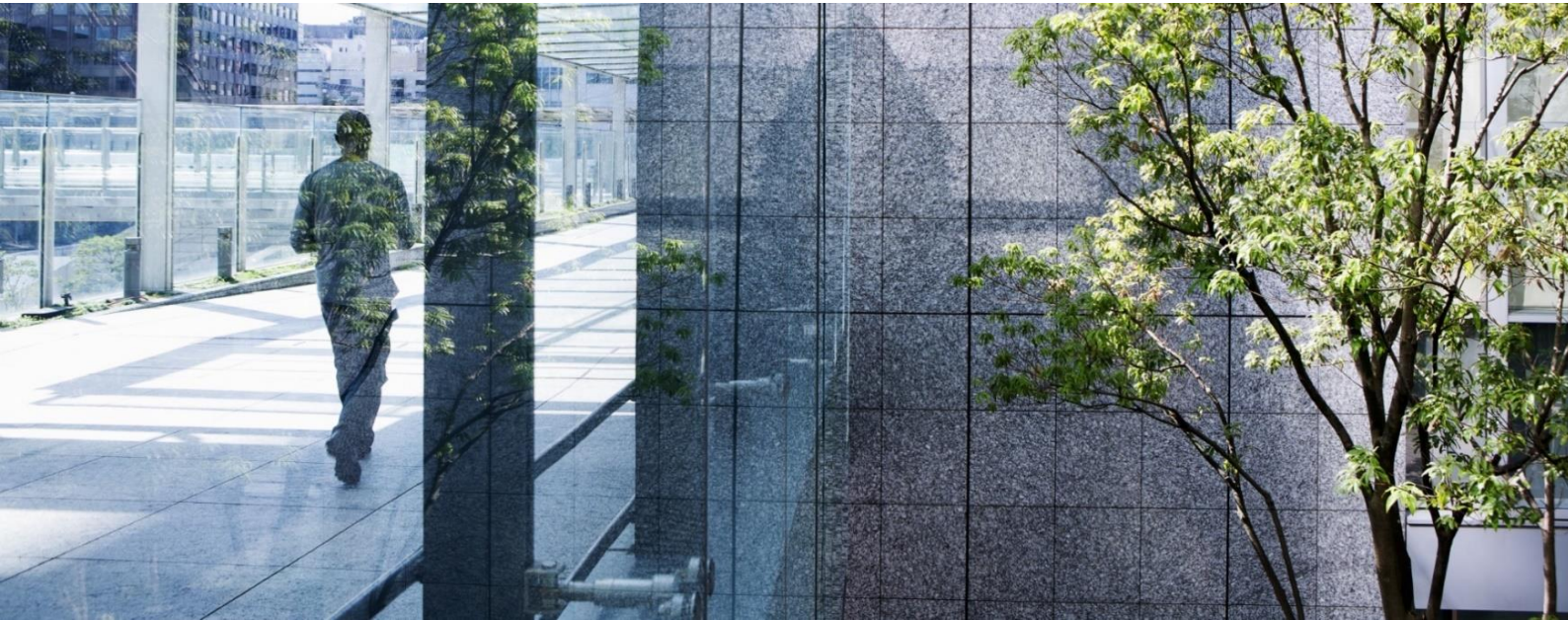
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