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***“COMMERCIAL LAW FROM A
EUROPEAN PERSPECTIVE:
BETWEEN OVERREGULATION AND DEREGULATION,
MANDATORY RULES AND PRIVATE ORDERING,
HARMONIZATION AND FLEXIBILITY”***

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**Energy Transition Plans between Legal Obligations and
Corporate Climate Litigation: Less is More ?**

This paper critically analyzes the legal implications of the European Commission's "Competitiveness Compass" and the "Omnibus I" proposal, specifically focusing on the derealization of sustainability obligations and the abrogation of Article 22 of the Corporate Sustainability Due Diligence Directive (CSDDD). The study posits two main legal arguments.

First, it challenges the constitutional legitimacy of the Omnibus I Directive. The paper argues that the removal of the obligation to adopt climate transition plans may violate the EU principle of proportionality and the doctrine of non-regression of fundamental rights enshrined in the Charter of Fundamental Rights of the European Union, particularly regarding environmental protection.

Second, the paper demonstrates that despite the abrogation of Article 22 CSDDD, the duty to adopt and implement transition plans persists *de facto* for many companies. Through a combined analysis of the Corporate Sustainability Reporting Directive (CSRD), the simplified European Sustainability Reporting Standards (ESRS), and Italian corporate law

(specifically Articles 2381 and 2392 of the Civil Code), the author argues that directors are still legally compelled to adopt transition plans whenever climate change represents a material financial risk, as part of their duty to maintain adequate organizational setups.

Finally, the paper highlights a regulatory paradox: the shift towards "less regulation" – characterized by the increased discretion granted to directors in the new ESRS (e.g., regarding science-based targets) – does not reduce the burden on companies. Instead, it leads to "more liability." By removing specific statutory parameters, the new framework strips directors of a "safe harbor," thereby increasing legal uncertainty and exposing them to a higher risk of corporate climate litigation for failing to meet the standard of diligence required by climate science.