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BUSINESS AND
FINANCIAL LAW
SIG



Friday 6 March 2020 - 11:30-17:30
Faculté de droit / 58 rue du Port / Lille

ELI Business and Financial Law SIG's 2020 WORKSHOP ON

Access to Capital, Corporate Governance and Regulatory Competition in Corporate Law: A Union that Strives for More?

*Éligible
à la formation
continue
des avocats*



Workshop Coordinators: Andra COTIGA, Walter DORALT
SIG Chairs: Yuri BIONDI, Andra COTIGA, Corrado MALBERTI

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By fostering free movement of companies throughout European territories, including by the adoption of the Cross-Border Mobility Directive 2019/2021 of 27 November 2019, EU law provides harmonised cross-border mobility mechanisms while enabling companies to exercise regulatory arbitrage on the national legislations of Member States in different fields of law such as company, insolvency, labour or tax law. Also, parliaments might be incited to improve national laws and reduce unnecessary obstacles enshrined in national codes. On the other hand, negative spill-overs on the level of stakeholder protection might be a risk. Therefore, a pressing question is whether we should aim for more mobility and possibly an increase of arbitrage opportunities for companies within the European internal market, enhancing the market for and of company laws, or whether particular rules are needed or can at least be justified on the grounds of further protecting particular interests.

Programme

11h00 - 11h30 Arrival of Participants

11h30 - 13h30 Introduction
Andra COTIGA & Walter DORALT

PANEL 1 ON CROSS-BORDER MOBILITY MECHANISMS FOR COMPANIES WITHIN THE EU

Chair: **Andra COTIGA**

After a first stage characterised by the lack of action within the field, EU has put in place several mechanisms aimed at increasing cross-border mobility of companies. The first panel will assess the reasons that motivate the use of such mechanisms, as well as the concrete steps that a company has at its disposal in the EU today to cross a border within the EU.

KEY TOPICS INCLUDE:

11h30 - 12h10 Cross-Border Conversions of Companies
Anastasia SOTIROPOULOU

12h10 - 12h45 Cross-Border Mergers and Divisions
Thomas PAPADOPOULOS

12h45 - 13h30 The SE as a Cross-Border Mobility Mechanism: Still of Interest
Katrin DECKERT

13h30 - 14h30 Lunch Break

PANEL 2 ON REGULATORY ARBITRAGE AND STAKEHOLDERS PROTECTION

Chair: **Nicolas RONTCHEVSKI**

One of the critical effects of cross-border mobility mechanisms is to enable companies to exercise regulatory arbitrage between the national laws of the EU Member States. This may trigger negative spill-overs for stakeholder protection. Stakeholders' rights may be undermined as a result of a choice of less protective legislation. The second panel aims to provide an analysis of the types of regulatory arbitrage in different fields of law and the risks involved for the protection of stakeholders. One key aspect for companies in this context is to reduce transaction costs and more specifically capital costs. Therefore, this panel will also address the costs of debt finance for companies.

KEY TOPICS INCLUDE:

14h30 - 15h15 A general theory of the law of the corporate debt
Felix STEFFEK

15h15 - 16h00 Regulatory Arbitrage and the Protection of Stakeholders in Tax Law
Aikaterini PANTAZATOU

16h00 - 16h45 Regulatory Arbitrage and EU Law: Between Permissible National Tax Restrictions and Forbidden National Tax Incentives in Favour of Foreign Acquisitions and Foreign Establishments
Pierpaolo ROSSI

16h45 - 17h00 Regulatory Arbitrage and the Case for Letter Box Companies and Dually Incorporated Companies
Corrado MALBERTI

17h00 - 17h30 Concluding Remarks
Yuri BIONDI, Andra COTIGA, Walter DORALT

17h30 - 18h30 SIG Meeting

19h30 Dinner (by Invitation Only)