Cross-Border Mergers in Europe


This book discusses the Cross-border Merger Directive and its implementing legislation in each Member State of the European Union and the European Economic Area. It provides companies and their advisors with useful insight into the legal framework applicable to, and the tax treatment of, cross-border mergers throughout the European Economic Area.

This book is divided into two parts. The first part analyses the Community rules laid down in the Cross-border Merger Directive and the Community rules on the tax treatment of cross-border mergers. The second part contains chapters on the implementing legislation in each Member State, prepared in accordance with a common format and contributed by a practitioner from each state. The annexes to this book contain the Cross-border Merger Directive (Annex I), the Merger Tax Directive (Annex II) and a list of the implementing legislation in each Member State (Annex III).

This is the second volume of this book which contains chapters on the Member States that are not included in the first volume.

Dirk Van Gerven is a partner in the Brussels office of NautaDutilh, a leading Benelux firm, and a member of the Brussels and New York Bars. He has extensive experience in all areas of corporate and financial law and is currently President of the Dutch-speaking chapter of the Brussels Bar. Dirk has published widely in the fields of corporate and financial law. Since 2003 he has been a member of the supervisory board of Belgium’s Banking, Finance and Insurance Commission. Since 2010 he has been a member of the Board of Directors of CEPINA, the Belgian arbitration institute.
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VOLUME II

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Preface

This is the second volume of the book on the Cross-border Merger Directive. The first volume contains a general discussion of the Cross-border Merger Directive and the Merger Tax Directive and chapters on the Member States that adapted their legislation first. The first volume was published by Cambridge University Press in 2010. The aim of this book is to provide a comprehensive analysis of the European legal framework on cross-border mergers and the implementing legislation in each Member State of the European Union and the European Economic Area (EEA). The Cross-border Merger Directive is made applicable through treaty to the three EEA Member States permitting cross-border mergers among companies of these states and the EU Member States.

The first volume included chapters on Austria, Belgium, Bulgaria, Cyprus, Czech Republic, Denmark, Estonia, Germany, Hungary, The Netherlands, Poland, Slovak Republic, the United Kingdom and Norway.

Volume II contains chapters on Finland, France, Greece, Ireland, Italy, Latvia, Lithuania, Luxembourg, Malta, Portugal, Republic of Slovenia, Romania, Spain, Sweden, Iceland and Liechtenstein.

Thus, taken together, the two volumes contain reports on the legal framework in all twenty-seven EU Member States and the three EEA countries. It is in consequence a useful tool for those who intend to organise a cross-border merger, or advise regularly on cross-border mergers in Europe.

This book was made possible thanks to contributions from distinguished law firms in the EU and EEA member countries. A list of these contributors is included at the beginning of each volume.

Finally, I wish to thank not only the contributors, but also those whose names are not mentioned herein, in particular Bianca Porcelli and others with NautaDutilh for their continuing support in composing this second volume.

Dirk Van Gerven
Brussels, 27 December 2010