

Cambridge University Press

978-0-521-86000-0 - The European Company: Volume II

General Editors Dirk Van Gerven and Paul Storm

Frontmatter

[More information](#)

The European Company

The European Company ('SE') is a legal entity offering a European perspective for businesses. Its purpose is to allow businesses that wish to extend their activities beyond their home Member State to operate throughout the EU on the basis of one set of rules and a unified management system. The book explains how to set up and organise a European Company, as well as setting out the text of the EC instruments (a Regulation and a Directive) serving as its legal basis, and a list of national implementing laws.

This second volume reports on the countries that have legislated during 2005 and 2006. Divided into two sections, it first offers critical review of the usefulness of, and the opportunities presented by, this new vehicle; analyses the Regulation and the Directive; and examines the tax aspects of the SE. The second part reports on each of the Member States.

DIRK VAN GERVEN is a Partner at NautaDutilh, Brussels, and is a member of the Brussels Bar and the New York Bar. He has extensive experience in all areas of corporate law, including litigation, international arbitration, securities regulation and finance. He is Head of Continuing Legal Education for the Dutch Speaking Bar of Brussels, a research fellow at the University of Leuven, and has published widely in the fields of corporate and financial law. Since 2003 he has been a member of the Supervisory Board of the Banking, Finance and Insurance Commission of Belgium.

PAUL STORM is a retired partner of NautaDutilh, and is Emeritus Professor of Law at Universiteit Nyenrode. Until 2005 he was Chair of the Combined Committee on Company Law instituted by the Royal Dutch Notarial Society and the Netherlands Bar Association. He is co-author of one of the leading Dutch textbooks on business organisations.

Cambridge University Press
978-0-521-86000-0 - The European Company: Volume II
General Editors Dirk Van Gerven and Paul Storm
Frontmatter
[More information](#)

Law Practitioner Series

The *Law Practitioner Series* offers practical guidance in corporate and commercial law for the practitioner. It offers high-quality comment and analysis rather than simply restating the legislation, providing a critical framework as well as exploring the fundamental concepts which shape the law. Books in the series cover carefully chosen subjects of direct relevance and use to the practitioner.

The series will appeal to experienced specialists in each field, but is also accessible to more junior practitioners looking to develop their understanding of particular fields of practice.

The Consultant Editors and Editorial Board have outstanding expertise in the UK corporate and commercial arena, ensuring academic rigour with a practical approach.

Consultant editors

Charles Allen-Jones, retired senior partner of Linklaters
Mr Justice David Richards, Judge of the High Court of Justice, Chancery Division

Editors

Chris Ashworth – O’Melveny & Myers LLP
Professor Eilis Ferran – University of Cambridge
Nick Gibbon – Allen & Overy
Stephen Hancock – Herbert Smith
Judith Hanratty – BP Corporate Lawyer, retired
Keith Hyman – Clifford Chance
Keith Johnston – Addleshaw Goddard
Vanessa Knapp – Freshfields Bruckhaus Deringer
Charles Mayo – Simmons & Simmons
Andrew Peck – Linklaters
Richard Snowden QC – Erskine Chambers
Richard Sykes QC
William Underhill – Slaughter & May
Sandra Walker – Rio Tinto

Books in the series

Stamp Duty Land Tax

Michael Thomas; Consultant Editor David Goy QC

Accounting Principles for Lawyers

Peter Holgate

The European Company: Volume I

General editors Dirk Van Gerven and Paul Storm

The European Company: Volume II

General editors Dirk Van Gerven and Paul Storm

Capital Markets Law and Compliance: The Implications of MiFID

Paul Nelson

Cambridge University Press

978-0-521-86000-0 - The European Company: Volume II

General Editors Dirk Van Gerven and Paul Storm

Frontmatter

[More information](#)

The European Company

VOLUME II

General editors

DIRK VAN GERVEN

PAUL STORM



Cambridge University Press
978-0-521-86000-0 - The European Company: Volume II
General Editors Dirk Van Gerven and Paul Storm
Frontmatter
[More information](#)

CAMBRIDGE
UNIVERSITY PRESS

University Printing House, Cambridge CB2 8BS, United Kingdom

Cambridge University Press is part of the University of Cambridge.

It furthers the University's mission by disseminating knowledge in the pursuit of education, learning and research at the highest international levels of excellence.

www.cambridge.org

Information on this title: www.cambridge.org/9780521860000

© Cambridge University Press 2008

This publication is in copyright. Subject to statutory exception and to the provisions of relevant collective licensing agreements, no reproduction of any part may take place without the written permission of Cambridge University Press.

First published 2008

A catalogue record for this publication is available from the British Library

ISBN 978-0-521-86000-0 Hardback

Cambridge University Press has no responsibility for the persistence or accuracy of URLs for external or third-party internet websites referred to in this publication, and does not guarantee that any content on such websites is, or will remain, accurate or appropriate.

Contents

Contributors vii

Preface ix

DIRK VAN GERVEN, *NautaDutilh*

Part I

The SE in its sixth year: some early impressions 3
 PAUL STORM, *NautaDutilh*

Part II Application in each Member State

National reports from EU Member States

- | | | |
|---|--|-----|
| 1 | Bulgaria | 19 |
| | RAINA DIMITROVA, <i>Borislav Boyanov & Co.</i> | |
| 2 | Cyprus | 63 |
| | ALEXANDROS TSADIRAS, <i>Andreas Neocleous & Co.</i> | |
| 3 | Czech Republic | 85 |
| | JAN ZRZAVECKÝ, JAN DĚDIČ, <i>Kocian Šolc Balaščík</i> | |
| 4 | France | 114 |
| | JEAN-MARC DESACHÉ, <i>Gide Loyrette Nouel</i> | |
| 5 | Greece | 152 |
| | STEFANOS CHARAKTINIOTIS, <i>Zepos & Yannopoulos</i> | |
| 6 | Ireland | 174 |
| | MICHAEL A. GREENE, KEAVY RYAN, <i>A&L Goodbody</i> | |
| 7 | Italy | 203 |
| | FRANCESCO GIANNI, <i>Gianni, Origoni, Grippo & Partners</i> | |
| 8 | Latvia | 231 |
| | DACE SILAVA-TOMSONE, IVETA MIKELSONE, JURGITA SPIGULE, <i>Lejinš, Torgāns & Partners</i> | |

 Contents

9	Luxembourg	252
	PATRICIA FERRANTE, MARC MEYERS, <i>NautaDutilh</i>	
10	Malta	287
	ROSANNE BONNICI, <i>Fenech & Fenech Advocates</i>	
11	Portugal	289
	MARGARIDA PEREIRA BARROCAS, <i>Barrocas Sarmiento Neves</i>	
12	Romania	315
	CARMEN PELI, GEORGETA DINU, <i>Nestor, Nestor, Diculescu, Kingston, Petersen Attorneys & Counselors</i>	
13	Republic of Slovenia	336
	MATEJA OGRIČ, JURIJ DOLŽAN, EVA PERGAREC, <i>Odvetniki Jurij Dolžan, Vidmar & Zemljarič</i>	
14	Spain	362
	MIGUEL LIRIA PLAÑIOL, <i>Uria Menéndez</i>	
	National reports from EEA Member States	
15	Liechtenstein	393
	ANDREAS SCHURTI, ALEXANDER APPEL, <i>Walch & Schurti</i>	
16	Norway	411
	LARS KRISTIAN SANDE, <i>Telenor</i>	
Part III Annexes		
	Annex Ia Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE)	441
	Annex Ib Public limited-liability companies referred to in Article 2(1) of the Regulation	464
	Annex Ic Public and private limited-liability companies referred to in Article 2(2) of the Regulation	467
	Annex II Council Directive 2001/86/EC of 8 October 2001 supplementing the Statute for a European Company with regard to the involvement of employees	471
	Annex III List of national laws implementing the Regulation and the Directive	485
	<i>Index</i>	491

Contributors

BULGARIA

Raina Dimitrova
Borislav Boyanov & Co.

CYPRUS

Alexandros Tsadiras
Andreas Neocleous & Co.

CZECH REPUBLIC

Jan Zrzavecký
 Jan Dědič
Kocian Šolc Balaščík

FRANCE

Jean-Marc Desaché
Gide Loyrette Nouel

GREECE

Stefanos Charaktiniotis
Zepos & Yannopoulos

IRELAND

Michael A. Greene
 Keavy Ryan
A&L Goodbody

ITALY

Francesco Gianni
Gianni, Origoni, Grippo & Partners

LATVIA

Dace Silava-Tomsone
 Iveta Mikelsonsone
 Jurgita Spigule
Lejinš, Torgāns & Partners

LUXEMBOURG

Patricia Ferrante

Marc Meyers

NautaDutilh

MALTA

Rosanne Bonnici
Fenech & Fenech Advocates

PORTUGAL

Margarida Pereira Barrocas
Barrocas Sarmento Neves

Joana Neto

José Aves do Carmo

José Miguel Oliveira

Barrocas Sarmento Neves

ROMANIA

Carmen Peli

Georgeta Dinu

Nestor, Nestor, Diculescu, Kingston,

Petersen

SLOVENIA

Mateja Ogrič

Jurij Dolžan

Eva Pergarec

Dolžan, Vidmar & Zemljarič

SPAIN

Miguel Liria Plañiol

Uria Menéndez

LIECHTENSTEIN

Andreas Schurti

Alexander Appel

Walch & Schurti

NORWAY

Lars Kristian Sande

Telenor

Cambridge University Press

978-0-521-86000-0 - The European Company: Volume II

General Editors Dirk Van Gerven and Paul Storm

Frontmatter

[More information](#)

Cambridge University Press

978-0-521-86000-0 - The European Company: Volume II

General Editors Dirk Van Gerven and Paul Storm

Frontmatter

[More information](#)

Preface

This is the second volume of the book on the European Company or *Societas Europaea* (SE). The first volume, containing general reports on the SE Regulation and Directive and national reports from those Member States which had already adapted their legislation, was published by Cambridge University Press in 2006. The aim of this book is to present the legal framework and rules applicable to the SE throughout the European Union and the European Economic Area.

The first volume included reports from Austria, Belgium, Denmark, Finland, Germany, the Netherlands, Estonia, Hungary, Lithuania, Poland, Slovak Republic, Sweden and the United Kingdom as well as Iceland.

Volume two contains reports from Bulgaria, Cyprus, the Czech Republic, France, Greece, Ireland, Italy, Latvia, Luxembourg, Portugal, Slovenia, Romania and Spain, as well as the EEA countries of Liechtenstein and Norway. In addition, a short report from Malta is included, even though this country has yet to adapt its legislation to meet the requirements of the Regulation.

Thus, taken together, volumes one and two contain reports on the legal framework in all twenty-seven EU Member States and the three EEA countries. It will permit business leaders and lawyers to better understand the rules applicable to the SE throughout the European Union and the European Economic Area, facilitate comparison and help them select a country in which to incorporate an SE in accordance with their specific project or business needs.

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

I wish to thank not only the contributors but also all those whose names are not mentioned herein, in particular Katherine Raab, Bianca Porcelli and Claire Platteuw, all of whom work at NautaDutilh, for their continuing support.

Dirk Van Gerven

Brussels, 14 August 2007