

2017

Annual Report



**INSTITUTE FOR CORPORATE LAW,
GOVERNANCE AND INNOVATION
POLICIES**

Faculty of Law, Maastricht

PREFACE

2017 was in many respects an interesting year for the Institute of Corporate Law, Governance and Innovation Policies. It was a prosperous year as well as a year characterized by change. In February 2017, our academic director Kid Schwarz took on a new position as a professor at the Erasmus University of Rotterdam. Professor Schwarz was one of the founding fathers of the institute and will therefore be truly missed as our academic leader. Luckily, we can continue our collaboration with professor Schwarz over the upcoming years as he has agreed to continue his work a professorial fellow of ICGI. A change in leadership inevitably leads to a change in approach and a transition within the institute. Together with the whole team of ICGI we have managed to make 2017 into a successful year of transition. We continued our work towards our predetermined goals and added new challenges for the future.

There were many highlights this year ranging from the steady continuation and execution of already existing programmes and plans to the development of new teaching programmes and research ideas.

An example of the former category was the fifth edition of the day of the supervisor, a conference day that we organize together with ICGI partner firm Thuis Partners, dedicated to the role of the advisory board. This year the attendance rate reached a new high.

In October we organized, together with our partner firms, a company law conference for students as a kick off for the ICGI Masterclass. It is our intention to continue this kind of events in the coming years as building a bridge between academia and practice, students and practitioners, is one of ICGI's missions. This brings us to the ICGI masterclass, an honours programme tailor-made for company law students. Also this year a group of 9 eager students started this programme.

In order to also cater for our English and international students we have created an English taught honours programme with a focus on corporate finance under the leadership of Thomas Biermeyer. This programme is also characterized by the combination between corporate practice and academia. More information regarding our and the students experiences with this programme can undoubtedly be found in the next edition of ICGI's annual report.

In conclusion, we look back at the past year in satisfaction. The ICGI is steadily growing and further developing its profile. A number of new colleagues have joined the team and embarked upon a number of interesting research projects. One of these projects (started in March 2017) is for example the Cross- Border Corporate Mobility in the EU Project led by Thomas Biermeyer and Marcus Meyer.

Having taken over the position as academic director from my colleague Kid Schwarz, I look forward to the future. The ICGI can count on a team of knowledgeable and bright researchers who are ready to take on future challenges. I want to thank each and everyone of them for their efforts and contribution to making the past year a success. As for the future, we have jointly made new plans for collaborative projects with colleagues both nationally as well as internationally and we look forward to what lies ahead of us.

Mieke Olaerts, December 2017
Academic Director ICGI

ABOUT ICGI

The Institute for Corporate Law, Governance and Innovation Policies (ICGI) is connected to the Faculty of Law at Maastricht University. ICGI strives to be an excellent institute for scientific research as well as an outstanding breeding ground for academics and students in their efforts to carry out their work on further developing corporate law and governance. ICGI carries out research activities, advises and participates in providing high-quality education. Current developments in corporate law and in corporate governance are central to its endeavours. The focus is on financial-economic developments, sustainable development and related technological and organizational innovations.

The object of research is the corporation and its rules and regulations in interaction with its changing environment. In its research, ICGI focuses on corporations, corporate law and governance including corporate social responsibility. Our activities concern the form, nature, structure, mission, strategy, policy, technological and organisational innovation and the overall performance of companies.

Organisation and responsibilities

ICGI is situated at the Faculty of Law and falls under the auspices of the Ius Commune Research School. ICGI falls directly within the responsibility of the board of the Faculty of Law. The Academic Director is responsible for the policy of ICGI and reports to the board. Financial, managerial and administrative responsibility towards the executive board of Maastricht University rests with the faculty board.

ICGI team

The ICGI team consists of a management team, 4 professorial fellows, 6 research fellows, 5 PhD students and a variable amount of student assistants.

Management

- 1. Academic Director Prof. Mieke Olaerts** – holds a chair in Comparative and National Company Law. Her research centralizes around company law from a comparative perspective, specifically focused on the role and liability of directors and shareholders and the functioning of company groups and global networks.
- 2. Office manager Jolien Hendrikx MSc** is mainly responsible for daily operations, supporting the academic director, guarding the financial and market position of the institute and taking care of the internal- and external relations of ICGI.

Professorial fellows

- 1. Prof. Jan Eijsbouts** - Appointed Extraordinary Professor Corporate Social Responsibility in 2010 and, since 2015, Honorary Professor Private Law, with a specialized focus on corporations and human rights at the Faculty of Law
- 2. Prof. Sybren de Hoo** - Professor Corporate Sustainability and Innovation at the Vrije Universiteit (Amsterdam, 2004) and appointed Extraordinary Professor Corporate Social Responsibility and Innovation at the Faculty of Law of Maastricht University in 2010.
- 3. Prof. Kid Schwarz** – appointed Professor of Corporate and Commercial Law at Maastricht University in 1987. In march 2017 he was appointed as professor of Company Law at Erasmus University Rotterdam.

4. Prof. Bas Steins Bisschop

Appointed Professor of Corporate Law at Nyenrode Business University in 2000 and Extraordinary Professor of Corporate Law and Corporate Governance at Maastricht University since 2007.

Research fellows

1. Dr. Jos Hamers - Associate professor of corporate law at Maastricht University. Since 2015 he is Vice-Dean for Education at the Law faculty of the Maastricht University.

2. Dr. Bastiaan Kemp – Assistant professor private law. His research is focused on corporate litigation, the history of company law and corporate governance of companies in financial distress.

3. Dr. Stephan Rammeloo - Associate Professor in (European) Company Law, Business Law (International Commercial Arbitration and Litigation), Private International Law and Comparative Law at Maastricht University/Universiteit Maastricht since 1992. His company law research centers round cross-border company migration *cum annexis* (comparative substantive and conflict of laws developments).

4. Dr. Samantha Renssen - Assistant professor of Corporate and Insolvency Law. Her research is focused on the liquidation of companies, companies in financial distress and the history of company law.

5. Dr. Rogier Wolf - Assistant professor in Corporate Law at Maastricht University and Leiden University. He works at the Law firm UdinkSchepel Advocaten as well.

6. Dr. Thomas Biermeyer - He researches and publishes on the topic of cross-border corporate mobility. His research expertise is focused on gathering comparative legal information as well as empirical (quantitative) elements.

PhD fellows

1. Ruben Hollemans LL.M – His research primarily focuses on the subject of corporate restructuring.

2. Constantijn van Aartsen LL.M - His research focuses on an examination of corporate law, governance and social responsibility within a broader sociological, political and economic context.

3. Damla Bos LL.M - Her research focuses on company groups and parent company liability within Europe, especially on situations in which the economic reality of company groups is recognized over the legal reality and the justifications used for that.

4. Maria Paz Godoy LL.M - Her research focuses on Corporate Governance and Corporate Social Responsibility, particularly on the decision making process of corporate strategy within corporate transactions and the allocation of power between corporate bodies.

5. Jeffrey van Nuland LL.M – His research focuses on the liability of persons in and around the corporations.

6. Huizi Ai LL.M. – Her research focuses on decision making power and regulation of the target companies in hostile takeovers.

Student fellows

1. Elden van Delft

Elden is an ICGI student fellow since November 2016. He is a student in the bachelor Dutch Law.

2. Mike Smeets

Mike is an ICGI student fellow since January 2017. In September he started the master Dutch Law: specialisations commercial & corporate law and criminal law.

ICGI PARTNERSHIPS

ICGI associate programme

ICGI offers the ICGI associate programme. The Associate Programme is designed to offer companies the opportunity to improve the service level towards their clients, while at the same time enhance their professional reputation. For an annual fee ICGI benefits their Associates by a combination of

1. In-house lectures on current issues in the field of corporate law (additional in-house courses, presentations, lectures or post graduate courses at the Faculty of Law are optional and offered at a reduced rate)

2. ICGI network - exposure to their Associates within its network, providing access to e.g. other academic institutes, alumni, students and other Associates. In practice this constitutes to Associates teaching students at the Faculty of Law both in current and new educational programmes and bringing students into direct contact with the firm, its people and corporate practice. It provides legal professionals that work in practice the opportunity to gain exposure in the light of prominent education activities (e.g. co-developing and teaching academic post graduate education) and promoting their research at specific conferences.

3. Research assistance

When in need of advice on corporate law issues, participating companies have ICGI Fellows at their disposal (contract research). Additionally ICGI offers assistance in the bringing about of academic publications (whether by individual employees or company-wide), and plays an advisory role in formulating the company point of view on upcoming legislation.

Associated firms

DVDW Advocaten

“Our relationship with the ICGI enables us to strengthen our academic abilities and keep evolving our knowledge regarding company law. It is one of the ways by which we ensure that we can keep giving our clients legal advice of the highest quality.”

DVDW Advocaten is a mid-sized law firm with offices in The Hague and Rotterdam. The focus is on supporting the top of medium sized and big enterprises, large companies and financial institutions. DVDW Advocaten does not only work for Dutch companies, but also for (foreign) entrepreneurs exploring the possibilities to invest in the Netherlands or abroad.

DVDW Advocaten offers highly qualitative legal services in advising and representing their clients. All of this in the field of company law with special attention to corporate governance, restructuring and insolvency, employment and incentives, international trade and transport, real estate and family law.

Thuis Partners Advocaten

“Our participation in the ICGI’s Associate Programme actively contributes to our level of expertise.”

Since 1971 Thuis Partners Advocaten has grown to be the largest law firm in the Parkstad Limburg region and has become one of the major law firms in the Province of Limburg. For over 40 years Thuis Partners has advised a great deal of enterprises, institutions and

governments. Because of their strong international focus and their active engagement in the International Practice Group, their clients are not only medium and large sized entities in The Netherlands.

The team of attorneys at law is specialised in company and insolvency law, labour law, tax law, real estate and government law, tort law and family law.

To keep its strong position in the region, academic knowledge is constantly being increased. All attorneys at law attend specialised individual courses like the prestigious Grotius Academy. To expand their expertise further and to keep close relationship with Maastricht University, the cooperation with ICGI is natural and offers an extra advantage on their competition.

HIGHLIGHTED RESEARCH WITHIN THE ICGI

In 2017, two new PhD researchers started within the ICGI. Below a short introduction to them and their research.



Huizi Ai

Academic Background:

From September 2009, Huizi Ai studied Law at China University of Political Science and Law, and got her Bachelor Degree of Law in 2013.

From September 2014, Huizi Ai continued her master at the China-EU School of Law at China University of Political Science and Law. She achieved the Master Degree of European and International Law from Hamburg University (taught in English, at Beijing and Maastricht), and the Master Degree of Economic Law from China University of Political Science and Law (taught in Mandarin, at Beijing) in July 2017.

In February 2017, Huizi Ai was accepted by the Graduate School of Law of Maastricht University as a Ph.D researcher, supervised by Professor Mieke Olaerts and Professor Niels Philipsen. She started her research in The Decision–Making Power and Regulation of the Target Companies in Hostile Takeovers at Maastricht University from September 2017, and became a member of both institutes of METRO and ICGI.

Research Topic:

Huizi Ai conducts her Ph.D research into the allocation of decision-making power in target companies which are involved in public interest in hostile takeovers. She strives to analyze the conflicts of interest among board of directors, shareholders and other stakeholders, and to figure out the roles of the board of directors, shareholders and the regulatory authorities in protecting public interest in hostile takeovers. She will compare both the corporate governance theories and legal practices in the UK, the U.S. and China, intending to find out problems with the current situations, call attention to the protection of public interest in hostile takeovers, and to give some ideas for future regulation.

Ruben Hollemans

Ruben Hollemans obtained both his Bachelor of Laws and his Master of Corporate and Commercial Law at Maastricht University. He is working as a PhD candidate at the Institute for Corporate Law, Governance and Innovation Policies (ICGI) and at the Maastricht European Private Law Institute (MEPLI) since September 2017. During his studies, he did a



wide variety of extracurricular activities with a view to acquire experience outside the tutorial rooms and to be able to know in which field he wanted to start his career. Already early during his studies he found out he had a great affinity with academic research. However, his PhD research was primarily incentivized when he got the opportunity to participate in PREMIUM and the ICGI Master class. The ICGI Master class offered the participants the

possibility to write an article together with another ICGI fellow on a corporate law topic and on an academic level, with the ultimate goal to be published in a peer reviewed law journal or in the Young Corporate Lawyers Series. Once he was involved in the ICGI Master class, it became clear to him that the combination between writing and conducting research in the field of corporate law and insolvency law was very appealing to him.

After his graduation, Mieke Olaerts and Gijs van Dijck appointed him to be involved in the ACURIA research project and they were willing to supervise a PhD research. This opportunity allowed him also to stay active on his favorite areas of law, namely insolvency law and corporate law.

The ACURIA project entails a European research project aimed at identifying legal and procedural strategies, blockages and best practices in the process of liquidation and restructuring of financially distressed companies. The results of this project may contribute to the improvement of courts' responses regarding the general goals of corporate restructuring and insolvency law.

Rubens' PhD research primarily focuses on the subject of corporate restructuring. Although much extensive research has already been done on this topic, many fundamental questions have remained unanswered. It is a great challenge for him to explore these grey areas together with his supervisors and to answer a number of unanswered questions. It will hopefully lead to new insights to the prevalent ones.

ITEM/ICGI project Cross-border Corporate Mobility in the EU – (March 2017 – March 2020)

In March 2017, Thomas Biermeyer and Marcus Meyer started a research project under the umbrella of ICGI and ITEM (Institute for Transnational and Euregional cross border cooperation and Mobility): Cross-border Corporate Mobility in the EU.

Thomas and Marcus both have a track record of research including the compilation of empirical data in the area of cross-border corporate mobility.



About Thomas Biermeyer

Thomas Biermeyer researches and publishes on the topic of cross-border corporate mobility. He has written his dissertation on the topic of stakeholder protection in cross-border company seat transfers, has led the European Commission study on the application of the Cross-Border Mergers Directive and collaborates on corporate law studies for the European Parliament. His research expertise is focused on gathering comparative legal information as well as empirical (quantitative) elements. Furthermore, Thomas Biermeyer works as a lawyer advising listed and unlisted companies in the area of cross-border corporate transactions, including cross-border mergers, seat transfers and the setting up of SEs. He has been a visiting researcher at the Harvard Law School, Oxford University and Paris 1 – Sorbonne.

About Marcus Meyer

Marcus Meyer's primary research focus is on employee participation issues in multinational corporations, both under national and EU law. His dissertation research is primarily of an empirical nature and includes a large quantitative sample based on a questionnaire as well as qualitative research by means of semi-structured interviews with management, supervisory board and works council representatives. Having participated in a number of research projects on cross-border mergers, he also has a strong interest in corporate governance issues.

The project

The project Cross-border Corporate Mobility in the EU is financed by:

- the European Trade Union Institute
- the European Commission (Erasmus+ Jean Monnet Project Grant | EAC/A03/2016)

The topic of cross-border company mobility has already been on the EU legislator's agenda for several decades. However only in the last decade through the creation of European company law forms, such as the European Company (*Societas Europaea*, SE), legislation on cross-border mergers – the Cross-Border Mergers Directive (“CBMD”) – and the case-law of the Court of Justice of the European Union (“CJEU”) has EU integration accelerated in this area.

When considering new legislation and the protection of different stakeholders in corporate mobility transactions, such as shareholders, creditors or employees, a crucial question is to what extent companies use cross-border mobility mechanisms in practice, may it be concerning cross-border seat transfers, cross-border mergers, cross-border divisions or the activities of SE/SCE companies.

Different studies and research exercises have been undertaken in this area, yet, none of which has been able to provide a full picture as to the extent of corporate mobility in the EU.

Whilst also this project titled ‘Cross-border Corporate Mobility in the EU’ (CbCM) will not claim to provide a full picture, it will attempt to continue the collection of data in areas in which data previously has already been gathered (SEs, cross-border mergers) and aims to shed light on new areas, such as data collection in the area of cross-border transfers of the registered office of a company (seat transfer) or cross-border divisions.

The project will be, in short, a data collection exercise concerning company mobility within the EU/EEA using these instruments: European companies (SE, SCE), cross-border mergers, cross-border seat transfers and cross-border divisions. Data therefore will be collected on these instruments for all 28 EU Member States and Iceland, Liechtenstein and Norway. The data will be collected from 2017 onwards until at least 2020. Following the successful award of a Jean Monnet grant by the European Commission, the project has been extended to also cover the period starting from 2000. The project monitors now the period 2000 until 2020.

For this project, collaboration exists with the Institute for Corporate Law, Governance and Innovation Policies (ICGI) next to the Institute for Transnational and Euregional cross border cooperation and mobility (ITEM). Professors Mieke Olaerts and Stephan Rammeloo of the ICGI are senior advisors to the project to ensure a high level of quality for the research output.

The first report of the ITEM/ICGI project by Thomas Biermeyer and Marcus Meyer on ‘Cross-Border Corporate Mobility in the European Union’ has been published in 2017. The report provides a first overview of empirical findings on the topic of cross-border corporate mobility. This first report focuses particularly on cross-border mergers and cross-border seat transfers between 2013 and 2017.

The Report shows that there is a robust number of cross-border mergers between the years 2013 and 2017. The Report also shows, amongst others, that cross-border seat transfers are taking place throughout the EU – even in EU Member States with no legislation currently in place.

ICGI MASTER CLASS 2017

Every year, ICGI organizes a masterclass series in collaboration with its associates (law firms DVDW and Thuis Partners), which takes place during the entire academic year. The masterclass series 2016/2017 ended in June 2017 with a moot court in which the participating students had to plead a case in court. In that year, 11 participants were selected, all of whom completed the master class with sufficient results. During the ICGI seminar, which took place in October 2017, the participation certificates were awarded to all of them.

The new selection of students for participation in the ICGI masterclass series 2017/ 2018 was made in the weeks after the seminar, so that a new batch of participants could start at the end of November. A total of 9 students started this year. Various parts of the master class have been revised in order to provide (even) more depth to the program.

The students will follow three master classes this year under the guidance of ICGI's associates DVDW and Thuis Partners. Thuis Partners has given substance to the sessions on "disputes within the company", and DVDW Advocaten has organised, in cooperation with ICGI, a two-day program which took the form of a "restructuring game".

In addition, two research projects led by Samantha Renssen (reorganization prior to bankruptcy) and Mieke Olaerts (management and supervision of legal entities) already started in autumn 2017 and took place during the year. A number of research meetings took place which provided students with additional help to conduct their research projects. Furthermore, students got the opportunity to get a project coach who is active within the ICGI, and who could help the students with countless research and career related questions.

The goal of our annual master class is twofold. On the one hand, we want to give our associates the opportunity to get acquainted with a selection of excellent students who qualify for filling in, for example, internships and later possibly vacant job positions. Students can also support the offices from an academic perspective with regard to current themes, which in turn can spark interesting discussions between the law firms and our students.

For students, our annual master class offers the advantage that they can learn more than during regular education, which may subsequently give them an advantage on the job market. After all, they have acquired practical knowledge and have demonstrated motivation and ambition for the legal profession. Furthermore, the contact with our associates gives them the opportunity to actively network and present themselves to these potential future employers.

The plan for the future is to critically evaluate the master class on a yearly bases and, where necessary, adjust its content to the needs of the associates and the students so that the quality and expertise of the project are always guaranteed.

ICGI SEMINAR 2017

On 9 October 2017, the Institute for Corporate Law, Governance and Innovation Policies organized a seminar in collaboration with the study association JFV Ouranos. The theme of the seminar was 'Shareholders and the Dutch Takeover Practice'. Speakers from DVDW advocaten and Thuis & Partners Advocaten highlighted various topics within this theme during the seminar.

The complete program was as follows:

- Opening words by Prof. mr. Mieke Olaerts
- Mr. Rogier Wolf: shareholders without voting rights
- Marjon Lok: shareholders versus the board
- Discussion on the subjects, led by Prof. Mieke Olaerts
- Nico van der Peet & Sylvana Vijn: the oppressed minority shareholder in an acquisition
- Prof. mr. Bas SteinsBisschop - current takeover attempts
- Closing discussion + awarding of certificates for participation in the masterclass 2016/2017

The main aim of this seminar was to give our students the opportunity to get acquainted with a relevant / current topic in connection with the master course in Dutch Company law ('Ondernemingsrecht'). Because the subject was highlighted from different angles and the speakers spoke from both theory and practice, it became a very interesting afternoon with a lot of substance and depth. There were also some very interesting discussions between the speakers and the audience.

The second aim of the seminar was to promote ICGI's annual master class under a relevant student population. During the seminar, the students were provided with background information about the master class and were invited to apply.

Around 70 students took part in the 2017 seminar.

DAY OF THE SUPERVISORY BOARD MEMBER

On 2 November 2017, the ICGI organized the annual “day of the supervisory board member” (the fifth edition) in collaboration with Thuis & Partners and Delfin Executives. This day is intended for:

1. People who are / were active on a supervisory board (more specifically: 'raad van toezicht of raad van commissarissen');
2. People who are interested in exercising a supervisory position within a supervisory board;
3. People who in another way have to deal with a supervisory organ such as a supervisory board.

The program last year was as follows:

- Presentation "the statutory auditor in a company group" by prof. Mieke Olaerts, academic director ICGI (theoretical / scientific background);
- Presentation "stimulating statements that originated from practice" by Nico van der Peet (lawyer Home & Partners) & Frank van Buren (founder and owner of Delfin Executives);
- Experiences from practice by former minister Maria Verhoeven.

It was a very successful and interesting afternoon and ICGI is looking forward to a beautiful edition next year!

IUS COMMUNE 2017 – WORKSHOP DAMLA BOS



Company groups and the recognition of the group interest within the EMCA

The annual Ius Commune Conference was held in Utrecht on the 23rd and 24th of November 2017. During this annual two-day conference, several keynote speeches were given and various workshops were organized. This year's theme of the company law workshop was the European Model Company Act (EMCA). The EMCA is a general company statute which is independent from both national laws and European company law. It was published in September 2017 for the first time in its entirety with the aim of serving as a new tool for the future development of European and national company law and to stimulate further European integration in this area of law.

During the workshop, Damla discussed the EMCA chapter on company groups. A flexible approach is taken towards company group governance by striking a balance between the desired flexibility for the management of the group on the one hand and the legislative protection of minority shareholders and creditors on the other. As she also argues in her PhD research, company group governance should rest on two legs; the facilitation and enabling of company group governance and the protection of minority shareholders and creditors. In this light she discussed the EMCA chapter on company groups.

Inspired by the different tools from different European jurisdictions and initiatives, the EMCA offers a framework for both the facilitation and enabling of company group governance and protection of minority shareholders and creditors. For instance, instruction rights, the recognition of the group interest and a parent company liability scheme become prominent.

FINANCIAL SUMMARY 2017

In 2017 financing was needed for ICGI to cover expenses for personnel plus financial means for dissemination of projects, representation budget, operational costs and to further programme development.

Costs	
Salaries all-in	-26.276,97
Representation costs	-2599,83
Costs Faculty of Law	-5.050,00
Total costs	-33.926,80
Incomes	
Incomes Faculty of Law	26.100,00
Education contracts	25.514,45
Research contracts	60.000,00
Total Incomes	111.614,45
Result 2017	77.687,65

Due to a substantial financial commitment (agreed in 2015) by one of ICGI's partners for the years to come, ICGI's financial basis in 2017 (and 2016) was much better than in the years before and resulted again in a positive outcome.

Financial prognosis 2017

The result in 2018 is expected to be equal to the result of 2017. We aim to behold and strengthen our financial prospects for the near future even further. Strong efforts will be made to ensure our funding position to remain sound and growing. Based on our new strategic research programme, new collaborations will be sought out with a special focus on interfaculty and interdisciplinary research projects as common denominators to attract new funds.

OUTPUT 2017 – PUBLICATIONS

Mieke Olaerts

- Olaerts, M. (2017). Is de aandeelhouder gebonden aan het belang van de vennootschap? *Ondernemingsrecht*, (14), [2017/113].
- Olaerts, M. (2017). Concerndilemma's: laveren tussen de economische werkelijkheid en de juridische benadering van het concern. In F. Schreurs, N. Zetteler, E. Verwey, & F. Feenstra (Eds.), *De curator en het concern: Insolad Jaarboek* (2017 ed., pp. 1-24). Deventer: Wolters Kluwer.
- Olaerts, M. (2017). Het concern in beeld (redactioneel). *Tijdschrift voor vennootschapsrecht, rechtspersonenrecht en ondernemingsbestuur*, (4), 109-113.
- B. Kemp & M. Olaerts, Substance over Form in Different Aspects of Cross-Border Company Groups, in: H. Koster e.a. (red.), *Essays on Private and Business Law*, Eleven International Publishing: Den Haag 2017.

Stephan Rammeloo

- New Cross-border Civil and Commercial Procedural Law on Prorogation: EU Regulation 1215/2012 (the 'Recast') and the 2005 Hague Convention on Choice of Court Agreements – A Rubik Cube?, in: *Recent developments in Private International Law/Dezvoltari recente in Dreptul International Privat* (ed. M. Buruiană), Chisinau 2017, p. 344-379.
- A French-German company conversion (KG Berlin 21 March 2016): Another call for harmonizing the laws on cross-border company migrations in Europe, *ECL* 2017, p. 177-184.
- Litigation or arbitration: a competition? – Cross-border commercial dispute adjudication in a globalizing world under the reign of EU Regulation 1215/2012, *Missión Juridica* 2017, p. 97-116.
- 'From Rome to Rome' – Cross-border employment contract. *European Private International Law: Intertemporal law and foreign overriding mandatory laws Case C-135/15 Greek Republic v. Grigorios Nikiforidis*, EU:C:2016:774, *MJ* 2017, p. 298-322.
- The Impact of BREXIT on Cross-border Company Migration "BREXIT" 15 months on – socio-legal perspectives for the EU and Europe Queen's University Belfast, 23 Sept. 2017).

Samantha Renssen

- Renssen, S. (2017). Corporate restructuring and corporate dissolution of companies in financial distress: Ensuring creditor protection: A comparison of the US, UK and Dutch models. *International Insolvency Review*, 26(2). DOI: 10.1002/iir.1277.
- Renssen, S. & Veekman, C. (2017). A new EU approach to business rescue. *Tijdschrift voor vennootschapsrecht, rechtspersonenrecht en ondernemingsbestuur*, (3), 97.
- Renssen, S. (2017). Recente ontwikkelingen rondom de turboliquidatie. *Juridische Berichten voor het Notariaat*, (19), 14-16.
- Renssen, S. (2017). Corporate Restructuring and Corporate Dissolution of Companies in Financial Distress: From Preventing to Circumventing Bankruptcy. A Comparison of the UK and the Dutch Systems from a European Point of View. In *Harmonisation of European Insolvency Law : Papers from the INSOL Europe Academic Forum Annual Conference Cascais, Portugal, 21-23 September 2016*. INSOL Europe.
- S. Renssen, *De herijking van het faillissementsrecht. De pijler fraudebestrijding*. Serie Recht en Praktijk Insolventierecht. Deel 8, Deventer: Kluwer 2017

Rogier Wolf

- R.A. Wolf, 'Overnameperikelen: Elliott International, L.P. c.s., AkzoNobel en PPG Industries. Een analyse', *TvOB* 2017-5, p. 164-178.
- P.W. Hofman & R.A. Wolf, 'Bedrijfsopvolging en certificering van aandelen: enkele aandachtspunten voor de praktijk', *Vakblad Financiële Planning (VFP)* 2017-9, p.11-16.
- R.A. Wolf, annotatie bij Hof Amsterdam (OK) 29 mei 2017, ECLI:NL:GHAMS:2017:1965, Enquêteverzoek Elliot c.s. inzake AkzoNobel/PPG Industries, *Jurisprudentie in Nederland (JIN)* 2017/116.
- R.A. Wolf, 'Over overdracht van aandelen door de DGA, faillissement van de vennootschap en onbetaalde crediteuren. Bestuurders- of aandeelhoudersaansprakelijkheid?', in: *Geschriften vanwege de Vereniging Corporate Litigation 2016-2017*, Serie vanwege het Van der Heijden Instituut deel 141, Deventer: Wolters Kluwer 2017, p. 271-304.
- R.A. Wolf, annotatie bij HR 17 februari 2017, ECLI:NL:HR:2017:275, Art. 2:11 BW is ook van toepassing op aansprakelijkheid op grond van onrechtmatige daad, *Jurisprudentie in Nederland (JIN)* 2017/51.
- R.A. Wolf, annotatie bij HR 11 november 2016, ECLI:NL:HR:2016:2574, Rechtsverwerking m.b.t. verzoek om enquête te gelasten? Vereisten. Kapitaalseis van art. 2:346 BW; Tevoren uiten van schriftelijke bezwaren (art. 2:349 BW). Verhouding tussen wettelijke regeling van

vernietiging van besluiten (art. 2:15 BW) en het vernietigen van besluiten in een enquêteprocedure; vervaltermijn? *Jurisprudentie in Nederland* (JIN) 2017/9.

Jeffrey van Nuland

- J.E. van Nuland, 'De aansprakelijkheidspositie van de (mede)beleidsbepaler: artikel 2:11 BW en het ernstig verwijt', *TvOB* 2017, nr. 4, p. 126-133.

Bastiaan Kemp

- B. Kemp, Vennootschappen uit het Verenigd Koninkrijk in Nederland na de brexit: gaan zij terug naar het verdomhoekje?', *MvO* 2017, afl. 3/4.
- B. Kemp, Verontruste dochters en buitenlandse moeders: volle kracht vooruit of terughoudendheid voor de economisch gerechtigde in enquêteprocedures?, *TvOB* 2017-6.
- M.H.C. Sinninghe Damste & B. Kemp, Aansprakelijkheid van aandeelhouders: another view of the cathedral, *Ondernemingsrecht* 2017/117.
- B. Kemp & M. Olaerts, Substance over Form in Different Aspects of Cross-Border Company Groups, in: H. Koster e.a. (red.), *Essays on Private and Business Law*, Eleven International Publishing: Den Haag 2017.
- B. Kemp, Het special committee in de Nederlandse (overname)praktijk bij beursvennootschappen (column), *MvO* 2017-11 .

Jan Eijsbouts

- Jan Eijsbouts, Corporate Codes as Private Co-Regulatory Instruments in Corporate Governance and Responsibility and Their Enforcement, *Indiana Journal of Global Legal Studies*, vol. 24-1, 2017, p. 181-205.
- Manon Schonewille en Jan Eijsbouts, *Handboek Mediation*, 6^e druk, 2017, hfdst. Zakelijke toepassingen.

Constantijn van Aartsen

- C. van Aartsen, 'An Update on the situation in Ecognomia', *Maastricht Law Faculty Blogs*, 17 November 2017, <https://www.maastrichtuniversity.nl/blog/2017/11/update-situation-ecognomia>.

Thomas Biermeyer

- T. Biermeyer, Empirical research on cross-border mergers and its importance for the policy-making process - International Conference: Cross-Border Mergers Directive: EU Perspective and national experiences, 7 October 2017, University of Cyprus.
- T. Biermeyer & M. Meyer, 'Cross-border corporate mobility in the EU' project: preliminary results - GOODCORP Network Meeting, 9 June 2017, Vienna.
- T. Biermeyer, Cross-Border transfer of registered office - GOODCORP Network Meeting, 9 June 2017, Vienna.

Jos Hamers

- Hamers, J.J.A. & Schwarz, C.A., *Naamloze en besloten vennootschap* (zevende druk) Den Haag (2017): Boom Juridische Uitgevers, 192 p.

Kid Schwarz

- C.A. Schwarz, Raden van Commissarissen bij vennootschappen van professionals; een categorie apart? Tijdschrift voor Ondernemingsbestuur (TvOB) Zutphen, Uitgeverij Paris, 2017 nr.3, p. 87-97. Samen met P.M. van der Zanden.
- C.A. Schwarz, *Bewerking van het commentaar bij de artt. 2: 107-118. Losbladige Rechtspersonen*, Deventer, Kluwer 2017.
- C.A. Schwarz, Hoeveel goeds en groots blijft er niet achterwege uit angst voor de verantwoordelijkheid, in Assink e.a., *De vele gezichten van Maarten Kroeze's 'bange bestuurders'*, Deventer Kluwer 2017, p.147-157.
- C.A. Schwarz, *Bewerking artikelen SDU Commentaar Ondernemingsrecht*, Den Haag, SDU 2017.
- C.A. Schwarz, *Bewerking van het commentaar bij de artt.: 2: 119-128. Losbladige Rechtspersonen*, Deventer, Kluwer 2017
- C.A. Schwarz, *Toezicht in het familiebedrijf; enkele aspecten*, in A. Tervoort e.a., *Familievennootschappen*, uitgave vanwege het Instituut voor Ondernemingsrecht (IVO) dl. 107, Deventer, Kluwer 2017, p. 131-161.