



GROUPS



Overview

- ▶ NO DEFINITION
- ▶ ECONOMICALLY DEPENDENT/JURIDICALLY INDEPENDENT
- ▶ 2359 C.C.
- ▶ 2497-2497SEPTIES C.C.

2359 C.C.

▶ CONTROLLED COMPANIES

- ▶ Majority of voting rights
- ▶ Enough voting rights to exercise a dominant influence
- ▶ Contractual bonds

▶ AFFILIATED COMPANIES

- ▶ 1/5 or 1/10 of the voting rights

▶ Directly

A → B

▶ Indirectly

A → B → C

2497 c.c.

- ▶ DIRECTION AND CONTROL
- ▶ RULES ... transparency and protection of shareholders and creditors
- ▶ 2497SEXIES: PRESUMPTIONS
- ▶ 2497SEPTIES

2497 BIS C.C.

▶ PUBLIC NOTICE

- ▶ Correspondence/ acts/ documents
- ▶ Register of enterprise

- ▶ Liability of the directors

2497 bis

▶ ACCOUNTING INFORMATION

- ▶ Specific section of the note attached to the directed company's yearly financial statement
- ▶ Annual report on the management of the directed company

2497ter

▶ MOTIVATION

- ▶ Justified in detail
- ▶ Clear and precise indication of the reasons and interests

- ▶ **2497quinquies**

- ▶ **Financings**

- ▶ 2467: reimbursement is subordinated to all other credits

- ▶ **2497quater**

- ▶ **WITHDRAWAL RIGHT**

- ▶ Alteration of the economical and financial conditions (due to transformation or what the coordination starts/ends)

- ▶ Liability ex art. 2497

2497 C.C.

▶ LIABILITY

- ▶ Shareholders of the directed company
- ▶ Creditors of the directed company

- ▶ Activity
- ▶ Mismanagement
- ▶ Prejudice
- ▶ Damages not yet satisfied

▶ Compensatory advantages theory