

European Company and Financial Law Review

7th ECFR Symposium

Mot de bienvenue prononcé par Monsieur Pierre Gramegna:

“Ladies and Gentlemen,

*The Chamber of Commerce is honored to welcome you today to the conference organized on behalf of the prestigious **European Company and Financial Law Review**, the editors of the *Revue des sociétés* (Dalloz), Prof. Pierre-Henri Conac of the University of Luxemburg and Prof. Dr. Heribert Hirte, Managing Editor and Professor at the University of Hamburg.*

It's the fourth event that the Chamber of Commerce organizes with the University of Luxembourg and the Chamber of Commerce wishes to especially thank Prof. Pierre-Henri Conac for his precious initiative and involvement which lead to the successful organization of today's conference.

The Chamber of Commerce wishes also to thank especially the different speakers, both academics and practitioners, who will present various topics being

this morning regarding the “corporate governance”:

- 1) Heribert HIRTE, Professor, University of Hamburg, Germany*
- 2) Pierre-Henri Conac, Professor, University of Luxemburg, Luxemburg*
- 3) Isabelle Riassetto, Professor, University of Luxemburg, Luxemburg*
- 4) Claude Kremer, President of the European Fund and Asset Management Association - EFAMA, Brussels, Partner at Arendt & Medernach, Luxemburg*
- 5) Simone Delcourt, Member of the Executive Board of the Commission de Surveillance du Secteur Financier, CSSF, Luxemburg*
- 6) Niamh Moloney, Professor, London School of Economics, London*
- 7) Carsten Gerner-Beuerle, Senior Lecturer, London School of Economics and Edmund Schuster, Lecturer, London School of Economics*
- 8) Theis Klauberg, bnt attorneys-at-law, Riga, Latvia*
- 9) Dirk Zetzsche, Professor, University of Liechtenstein*
- 10) Erich Vermeulen, Professor of Law and Management [Faculty of Law, Tilburg University], Professor of Financial Market Regulation [Tilburg Law and Economics Center] and Vice President Philips Corporate Legal Department [Corporate and Financial Law Group], Philips N.V., Eindhoven, Netherlands*

and this afternoon, regarding the transfer of seat:

- 1) Isabelle Urbain-Parleani, Professor, Université Paris Descartes, Paris, France*
- 2) Klaus Hopt, Emeritus Professor, Max-Planck Institut für Ausländisches und Internationales Privatrecht, Hamburg, Germany*
- 3) Daniel Blume and Grant Kirkpatrick, OECD, Paris*

- 4) *Pierre-Henri Conac, Professor, University of Luxembourg, Luxembourg*
- 5) *Marco Ventoruzzo, Director, Max Planck Institute for International, European, Regulatory and Procedural Law, Luxembourg*
- Professor, Bocconi University, Milan, Italy, and Penn State Dickinson School of Law, U.S.A.
- 6) *Jesper Lau Hansen, Professor, University of Copenhagen, Denmark*
- 7) *Georg Ringe, Professor, Copenhagen Business School, Copenhagen, Denmark*
- 8) *Marcus Lutter, Prof. Dr. Dr. h.c. mult., University of Bonn, Germany*

The different topics that will be dealt with today are, as we are all aware of, of the utmost importance for the world of business and finance, not only in Luxembourg, but all over the world. This has certainly become even more true since the 2008 crisis, as the corporate governance is one of the key issues for the different stakeholders to build up, respectively to maintain their confidence with respect to a company they have an interest in.

The financial and economic crisis has unfortunately shown us that corporate governance based only on self-regulation has its limits and is not efficient as it could be.

An efficient corporate governance should include, as we will see while visiting the legal situation in Luxembourg and Europe and the trends and developments within the EU, not only rules and behaviors guaranteeing the proper functioning of company boards, but also rules about risk management, the greater involvement of shareholders in order to foster the sustainability of results and performance of companies.

Last, but not least, corporate governance is also about related parties transactions including the highly sensitive insiders' information and conflict of interest topics, as well as the strengthening of the protection of minority shareholders.

A lot progress has been done (we see for example that more and more companies appoint independent board members or put in place various measures to strengthen transparency), but, a lot has still to be done.

As the Internal Market and Services Commissioner Michel Barnier said: "In the current economic situation, we need more than ever to ensure that companies are well governed and consequently reliable and sustainable. Too much short term thinking has had disastrous consequences. (...) Above all, we need company boards to be more effective and shareholders to fully assume their responsibilities." (Strasbourg, April, 5th, 2011)

It should further be kept in mind that all financial and economic sectors are interdependent and that according to this, efficient and sustainable corporate governance applied in one specific sector should necessarily have a positive impact on the others.

It is therefore a challenge for all sectors of the economy and especially for the financial sector and the fund industry, which performed well nonetheless the crisis in comparison to other places, to seize the opportunity precisely of the current crisis to rise even more by including better corporate governance in their daily management what will necessarily improve and strengthen the confidence it already has, and certainly deserves.

With respect to the second part of the day that will cover the transfer of seat topic, the various questions and cases that will be discussed today are also of the utmost importance for the Luxembourg and its international turned business view.

The transfer of a company's seat must of course comply with the freedom of establishment for companies, knowing that the mobility of companies is essential for the internal market.

But, according to the numerous cases the ECJ has rendered in the past years, it is obvious that a lot has to be done also in this area. Currently national barriers for example the lack of uniformity of the legislation and procedures regarding the transfer, whether of the statutory or the central administration of a company, and the uncertainty regarding to the legal result, very often lead to high administrative difficulties and burden, and huge costs that should be avoidable. The lack of legal security necessarily refrains investors and companies from undertaking economic activities within a country and should therefore be removed quickly to enhance the competition and facilitate value added economic transactions.

Regarding the various items that will be dealt with today and the prestigious panel of experts who will visit these topics far more better than I probably would, I wish to conclude by saying that the Chamber of Commerce is very proud to have been given the opportunity to host this prestigious 7th ECFR symposium. It will give you a highly qualitative and complete overview regarding the corporate governance and the transfer of seat and I'm sure that these technical topics will be far more understandable at the end of the day and that we will have learned a lot and be able to give ourselves news tools for performing even better.

Mr HIRTE, the floor is yours."