

C/M/S/ Derks Star Busmann

Attorneys at Law Civil Law Notaries Tax Advisers

Corporate

Our specialist lawyers, civil-law notaries and tax consultants will promote your interests in all aspects of corporate law. CMS Derks Star Busmann provides advice that is both practical and solution-oriented.

We are part of CMS, the network of nine leading European law and tax firms, employing over 2.400 lawyers across 27 jurisdictions and 53 offices. At CMS we combine our expertise across all relevant legal disciplines and jurisdictions to provide top quality advice throughout Europe. We understand our clients' business and we can analyse complicated local, national and international legal and tax issues to find customized solutions.

Corporate transactions

Within the corporate practice area, we place particular emphasis on the transaction practice. This includes mergers and acquisitions, capital markets, private equity, investment funds, joint ventures and strategic alliances.

We advise large domestic and international corporations, smaller businesses

with distinctive growth scenarios as well as corporate finance advisers and private equity. Furthermore, we assist investment banks acting as financial advisers to purchasers, targets receivers and administrators of financially troubled companies and management teams.

We offer outstanding legal advice and services throughout the investment cycle: from the formation of the initial strategic plan to the closing of the actual transaction. This comprehensive approach requires the experience not only of corporate lawyers but also of other legal experts from various complementary yet vital fields of law. Hence, we select a team of these experts for every individual client and matter to work seamlessly with our corporate lawyers so that we can best meet our clients' needs and facilitate tailor-made solutions.

We can handle deals of any size and through CMS across Europe and beyond. Our clients tell us that in multi-jurisdictional transactions they benefit not only from our extensive European footprint, but also

from our integrated international service. We aim to be a business partner to our clients and therefore are focused on long-term relationships.

Not only our clients tell us that we chose the right approach. League tables and legal directories regularly rank us in top positions. In 2009, we have been named 'Mid-Market Legal Advisors of the Year' by leading M&A publications Financial Times, Mergermarket and Acquisitions Monthly.

Corporate Litigation

Our Corporate litigation team has extensive expertise in litigation services. Our litigators deal with all types of corporate disputes before the Enterprise Section of the Amsterdam Court of Appeal and the other Dutch courts.

Our expertise includes directors' and officers' liability, group liability, annual accounts proceedings, squeeze-out procedures and takeover disputes.

Corporate Governance

Good governance is important for every business and institution. It involves knowledge and expertise, the quality of management and entrepreneur, independence and transparency, under the supervision of an independent body.

Dutch rules and principles for good corporate governance are laid down in the revised Dutch Corporate Governance code.

These rules focus, for example, on the remuneration of board members, the position of shareholders and the structure and functioning of the board (possibly a one-tier board comprising both executive and supervisory directors). The Code is only applicable to listed companies. In practice, however, after the introduction of the Code there was quickly a knock-on effect for non-listed companies too. Many sectors are developing sector-specific codes. These include the insurance sector, pension funds and the health care sector.

We can advise companies on the legal components of good corporate governance. In addition, our multidisciplinary teams of lawyers, civil-law notaries and tax lawyers can assist you with the implementation of the Code in the legal structure.

Company law

The Netherlands has a closed system of legal entities under private law. The law stipulates that associations, cooperatives, mutual insurance companies, public limited companies, private limited companies and foundations all have legal personality. Because of this legal personality, a legal entity is equivalent to a natural person as far as property law is concerned.

If you intend to set up a business or develop activities in this direction, it is important for you to choose the most appropriate legal form. Tax aspects, for example, may play an important role in your choice. A notarial deed is required in order to set up one of the above legal entities under Dutch law, and therefore you cannot do this without the help of a civil-law notary.

We will assist you from both a notarial and tax point of view in choosing the most suitable legal entity to achieve your intended purpose.

Contact

For more information please contact:

Reinout Slot
Attorney at law, Partner
T +31 (0)20 3016 319
E reinout.slot@cms-dsb.com



CMS Derks Star Busmann has 'an excellent level of legal acumen, knowledge and communication with clients'.

Corporate and M&A: Legal 500 2010

CMS Derks Star Busmann is a leading commercial law firm in the Netherlands with 220 attorneys at law, civil law notaries and tax advisers. It offers legal and tax services from offices in Amsterdam, Arnhem, Utrecht and Brussels, to a wide range of companies, public sector bodies and organisations. Visit www.cms-dsb.com for more information.

CMS Legal Services EEIG is a European Economic Interest Grouping that coordinates an organisation of independent member firms. CMS Legal Services EEIG provides no client services. Such services are solely provided by the member firms in their respective jurisdictions. In certain circumstances, CMS is used as a brand or business name of some or all of the member firms. CMS Legal Services EEIG and its member firms are legally distinct and separate entities. They do not have, and nothing contained herein shall be construed to place these entities in, the relationship of parents, subsidiaries, agents, partners or joint ventures. No member firm has any authority (actual, apparent, implied or otherwise) to bind CMS Legal Services EEIG or any other member firm in any manner whatsoever.

CMS member firms are: CMS Adonnino Ascoli & Cavasola Scamoni (Italy); CMS Albiñana & Suárez de Lezo, S.L.P. (Spain); CMS Bureau Francis Lefebvre (France); CMS Cameron McKenna LLP (UK); CMS DeBacker (Belgium); CMS Derks Star Busmann (The Netherlands); CMS von Erlach Henrici Ltd. (Switzerland); CMS Hasche Sigle (Germany) and CMS Reich-Rohrwig Hainz Rechtsanwälte GmbH (Austria).

CMS offices and associated offices: Amsterdam, Berlin, Brussels, London, Madrid, Paris, Rome, Vienna, Zurich, Aberdeen, Algiers, Antwerp, Arnhem, Beijing, Belgrade, Bratislava, Bristol, Bucharest, Budapest, Buenos Aires, Casablanca, Cologne, Dresden, Duesseldorf, Edinburgh, Frankfurt, Hamburg, Kyiv, Leipzig, Ljubljana, Lyon, Marbella, Milan, Montevideo, Moscow, Munich, Prague, São Paulo, Sarajevo, Seville, Shanghai, Sofia, Strasbourg, Stuttgart, Utrecht, Warsaw and Zagreb.

The members of CMS are in association with The Levant Lawyers (TLL) with offices in Abu Dhabi, Beirut, Dubai and Kuwait City.