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Cross border mergers and acquisitions: a critical analysis of the legal framework. motives and obstacles from a European Union perspective

Papadopoulou, Georgia

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CROSS BORDER MERGERS & ACQUISITIONS:
A CRITICAL ANALYSIS OF THE LEGAL FRAMEWORK,
MOTIVES AND OBSTACLES FROM A EUROPEAN UNION
PERSPECTIVE

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ΓΕΩΡΓΙΑΣ ΠΑΠΑΔΟΠΟΥΛΟΥ

**Μεταπτυχιακό Πρόγραμμα στο Διεθνές και Ευρωπαϊκό
Οικονομικό Δίκαιο (LLM)**

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σε μερική εκπλήρωση

των απαιτήσεων για την απόκτηση του Πτυχίου του

LLM

CROSS BORDER MERGERS & ACQUISITIONS:
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Abstract

The companies have an important role to play in the European Union internal market and if they are well governed, they can achieve their goals and succeed in the business environment. Where there are successful businesses, the market concerned will be well functioning and successful as well.

The mergers and acquisitions can play a significant role to assist the companies expand and develop their products and services. Especially Cross-Border mergers and acquisitions, as one of the most important but also complicated strategic corporate actions, they remain an important tool for business restructuring. The Cross-Border mergers can further promote the Single Market without barriers in the European Union.

In this dissertation, we discuss the application of the Cross-Border Mergers Directive (2005\56\EC) of European Union facilitating the cross-border mergers between limited liability companies situated in different Member States in the light also of the fundamental freedom of establishment following the SEVIC ruling of the European Court of Justice's (ECJ). We will further examine the tax implications of M&As as well as the EU regulations applicable to cross-border mergers from a market competition perspective and the tools available to the European Commission for the fight of abuse of competition rules.

Our principal aim and core of this dissertation is to provide a comprehensive understanding of the motives that encourage companies to go through a Merger or Acquisition either national or cross-border and the importance of the personal motives

of the two management organs of the companies, being the shareholders and the managers.

Finally we will present the importance of the legal and regulatory environment for the successful completion of an M&A and the obstacles that may arise from poor post-merger integration as there can be no complete understanding of the motives behind Mergers and Acquisitions if we do not present also the obstacles than can hinder this complicated procedure.