

Corporate Governance

Kennedy Van der Laan

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The legal landscape in the Netherlands is changing as the result of numerous initiatives by the Dutch government to amend the rules governing listed and non-listed companies. Corporate governance will remain a key topic for the corporate practice. As a result of the implementation of the Dutch corporate governance code as well as the promulgation of codes for the not-for-profit sectors such as health care, the new challenge for our clients is to comply with these requirements while safeguarding their business interests. Moreover, shareholder activism will grow in the Netherlands, leading to increased corporate litigation.

This dynamic environment demands the high-end expertise of our corporate governance team. We have been instrumental in aiding clients to navigate this environment. For our multinational clients, our corporate governance team regularly assists in the worldwide roll-out of a compliance program, in line with Sarbanes-Oxley Act and similar foreign legislation. We are proud to have acted for clients that have chosen to “do the right thing” by combining their corporate governance obligations with Corporate Social Responsibility.

Track Record Corporate Governance

Business restructuring

For a Dutch insurance company

- Advice regarding the position of the board of directors vis-à-vis the supervisory board and the advisory board and implementation of a new corporate governance structure

For a Dutch public media organisation

- Advice on corporate governance related restructuring

For a Dutch NGO in the field of aviation technology

- Advice on restructuring in line with Dutch principles on good governance

For a Dutch soccer club

- Implementation of a new corporate governance structure

For a European cooperative among energy companies

- Advice on corporate governance structure and the position of the managing board towards the supervisory board

For a Dutch consortium of banks

- De-merger of payments processing business and implementation of a new corporate governance structure

For a Dutch payments processor

- Implementation of a new corporate governance structure and advice on management regulations

Dispute resolution

For a US pension fund

- Successful litigation before the Dutch Enterprise Chamber against Ahold to open inquiry proceedings into financial mismanagement

For an Irish investment fund

- Successful litigation to enforce the rights of a minority shareholder vis-à-vis the majority shareholder

For a Dutch health services company

- Successful litigation to prohibit a former shareholder from exercising its pre-emptive rights under a shareholder agreement

Compliance

For a US listed sports marketing company

- Roll-out of an EMEA banking policy in compliance with Sarbanes-Oxley Act

For a foreign minority shareholder in Arcelor Mittal

- Advice on the corporate governance structure of a Dutch company

For a Japanese logistics company

- Advice on the application of the corporate governance regime for large “structure” companies

For a Dutch manufacturer of furnishings

- Advice to a large two-tier board company on its role vis-à-vis the works council

For a US listed food company

- Advice on the application of the corporate governance regime for large “structure” companies

For a Korean electronics company

- Advice on the application of the corporate governance regime for large “structure” companies

For a US listed recruitment agency

- Application of Sarbanes-Oxley Act to customer contracts

Contact Persons

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