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Prague University of Economics and Business
Faculty of International Relations
Department of Business and European Law

Reviewer´s Report on the Dissertation Thesis Written by

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Topic of the thesis: **Companies in Private International Law**

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This review will assess the relevance of the topic for the development of Private International Law, it will address the objectives of the dissertation, the depth of the conducted research and the language of the dissertation with respect to the use of the appropriate legal terms.

1. The relevance of the topic for the development of Private International Law

A recent judgment delivered by the Court of Justice of the EU in case *Polbud* increases the relevance of the examined topic as before this case law national companies were unable to relocate to a different EU jurisdiction without being dissolved and reincorporated. Beforehand, only the supranational types of companies (SEs, EEIGs, and SCEs) enjoyed the prerogative of moving to another EU jurisdiction. In this respect, the topic is particularly apt for conducting in-depth research.

2. Objectives of the dissertation

The objective of the dissertation has been phrased on page 2 as follows: *"This research aims to identify and conduct a comprehensive and comparative analysis of the current problems of private international law concerning determining the law applicable to companies, as well as to identify and analyse solutions to these specific problems."*
I believe that the wording of the objective could have been more ambitious by including a set of research questions and/or hypotheses. None of these seem to be present in the submitted manuscript. Analysis should be considered a method to achieve a result/an objective, but it should not be an objective itself. Also, I think that the focus of the research could have been narrowed to achieve an even deeper level of understanding.

3. Analysis of the topic

The author´s analysis of the topic has been neatly and logically structured. It features an accurate length. The author was able to read and synthesise numerous scholarly resources in many languages as well as the relevant case law of the Court of Justice of the European Union. However, more use could have been made of comments on the case law of the Court of Justice of the European Union in peer reviewed journals to delve into the topic in more

detail. Also, the author may have recurred to the reports published by the European Commission that evaluate the functioning of supranational companies.
The author uses very clear and comprehensible language to share his knowledge of different jurisdictions in the examined field being able to read in several languages. I find the comparative treatment of the topic particularly valuable.
At some points, the information provided is rather contradictory. For instance, when the author speaks about an individual being the only member of a European Company (SE). (The corresponding text on page 44 reads as follow: *"if an individual owns an SE, it is possible to create one or more subsidiary companies that are also classified as European Companies".)* I believe that such a situation cannot technically occur, as individuals (insofar as natural persons are concerned) are not eligible for membership in an SE. Under the applicable EU Regulation membership in an SE is limited to certain corporations only. Speaking about the European Company on page 42, "transposition period" was probably meant where the author refers to "transitional period".
With respect to the European Economic Interest Grouping, also individuals (if natural persons are meant) can be (and often are) its members. For some reason the text in the last paragraph of page 38 omits natural persons when saying that "*European legislation established the EEIG to enable companies from different EU member states to form alliances for joint work.*"
Otherwise, I have not spotted any factual inconsistencies in the conducted research.
The author makes references to the resources used throughout the text in footnotes. These references comply with the standard citing rules. The author has managed to review them nicely and discrepancies in footnotes are very rare (such as in footnotes 188 through 190 where the jurisdictions mentioned in the text do not correspond to the jurisdictions listed in the references).

4. Use of the language

The author uses excellent English. Having worked as a lawyer-linguist for the European Parliament in Brussels in the past, I am particularly keen on examining the appropriate use of legal terms. On page 47 the author mentions the term "legal foundation", where it would have been more appropriate to refer to "legal basis".
In the last sentence of page 34 the author writes about "international or bilateral treaties". I think it would be clearer to speak about "multilateral or bilateral treaties", as bilateral treaties are also international treaties.
Also, there is one minor issue in the use of Czech legal terminology. Where the author refers to "právní osoba", he probably means "právnická osoba". However, as the Czech language is obviously not the author´s mother tongue, such a slight discrepancy in terminology can easily be overlooked. In the same vein, Czech legal scholarship refers to "rozhodné právo" rather than "aplikovatelné právo" as mentioned by the author in the list of the keywords.

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5. Questions for the defence of the thesis

1. Is there evidence that would suggest that the number of new incorporations of supranational companies (particularly SEs) has dropped as a result of the *Polbud* judgement which enables national companies to cross the borders of EU member states without having to wind up their operations and incorporate from "zero" in another EU Member State?

2. What were the reasons for Commission´s withdrawal of its 2008 proposal for a regulation on the statute of *societas privata europaea* back in 2014?

Conclusion

The analysis conducted by the author has enriched the discussion of several topical issues in the field of Companies in Private International Law. The factual mistakes I have outlined above as well as the linguistic issues are not significant in their nature and do not render the analysis less relevant.

In that regard, the conducted research can be considered a valuable contribution to the development of Private International Law. **I recommend this thesis to be defended before the corresponding jury and to award the academic degree of Ph.D.** in case of a successful defence of the thesis.

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