



## CORPORATE ACQUISITIONS AND COMPANIES RESTRUCTURING – TOWARDS A NEW CORPORATE CULTURE

### KORPORATIVNE AKVIZICIJE I RESTRUKTURIRANJE TRGOVAČKIH DRUŠTAVA – U SUSRET NOVOJ KORPORATIVNOJ KULTURI

International Scientific Conference / međunarodna znanstvena konferencija

University of Rijeka, Faculty of Law / Sveučilište u Rijeci, Pravni fakultet

19-20/10/2018

## 45 years of legal studies in Rijeka 45 godina pravnog studija u Rijeci

### CONFERENCE PROGRAMME

**19 October 2018**  
Blue Room / Plava dvorana

09:00 – 9:30 Conference Registration / Registracija sudionika

09:30 Welcome words / Pozdravne riječi

Prof. **Vesna Crnić-Grotić**, Ph.D., Dean, University of Rijeka, Faculty of Law

Prof. **Snježana Prijic Samaržija**, Ph.D., Rector of the University of Rijeka

Prof. **Edita Čulinović-Herc**, Ph.D., Principal Investigator of the CSF Project

09:45 – 12:00 Conference Session I / Konferencijska sekcija I

COMPANIES RESTRUCTURINGS – GENERAL AND SECTORAL ISSUES

RESTRUKTURIRANJE TRGOVAČKIH DRUŠTAVA – OPĆA I SEKTORSKA PITANJA

Moderators / moderatori: Prof. **Nataša Žunić Kovačević**, Ph.D. and Prof. **Edita Čulinović-Herc**, Ph.D.

Prof. **Dario Stevanato**, Ph.D., University of Trieste, Trieste, Italy

Taxes as Motivators and Predictors of Company Restructuring

Porezi kao motivatori i usmjerivači restrukturiranja trgovačkih društava

Prof. **Nataša Žunić Kovačević**, Ph.D., University of Rijeka, Faculty of Law, Rijeka, Croatia and

Assist. Prof. **Stjepan Gadžo**, Ph.D., University of Rijeka, Faculty of Law, Rijeka, Croatia

Tax-related Risks of Mergers and Acquisitions in Croatia: Drawing the Line Between Legitimate Business Restructuring and Aggressive Tax Planning

Porezni rizici spajanja i preuzimanja trgovačkih društava u Hrvatskoj: gdje je granica između legitimnog poslovnog restrukturiranja i agresivnog poreznog planiranja?

Prof. **Siniša Petrović** Ph.D., University of Zagreb, Faculty of Law, Zagreb, Croatia and

Assist. Prof. **Antun Bilić**, Ph.D., University of Zagreb, Faculty of Law, Zagreb, Croatia

Effective Management in a Group of Companies

Učinkovito upravljanje koncernom

Prof. **Frans Pennings**, Ph.D., Utrecht University, School of Law, Utrecht, the Netherlands

Encouraging Innovative Businesses and Workers – The Netherlands' Recipe

Poticanje inovativnih poslovnih subjekata i radnika – nizozemski recept

Prof. **Darja Senčur Peček**, Ph.D., University of Maribor, Faculty of Law, Maribor, Slovenia and

Assoc. Prof. **Sandra Laleša**, Ph.D., University of Rijeka, Faculty of Law, Rijeka, Croatia

Protection of Employees in Business Restructurings

Zaštita radnika pri poslovnom restrukturiranju

**Marijana Liszt**, LL.M., Attorney at Law, Liszt & Posavec, Zagreb, Croatia

State Guarantee as State Aid – Consequences for Credit Institutions

Državno jamstvo kao državna potpora – posljedice za kreditne institucije

**Tamara Obradović Mazal**, LL.M., Attorney at Law, Gajski, Grljić, Prka & Partners, Zagreb, Croatia

EU Rescue and Restructuring State Aid Guidelines – Opportunity to Restructure Corporate Governance Culture

Smjernice EU o državnim potporama za sanaciju i restrukturiranje – prilika za restrukturiranje kulture korporativnog upravljanja

#### Discussion / Diskusija

**12:00 – 12:30 Break / Pauza**

12:30 – 14:30 Conference Session II / Konferencijska sekcija II

DISTRESSED COMPANIES RESTRUCTURINGS / RESTRUKTURIRANJE TRGOVAČKIH DRUŠTAVA U POTEŠKOĆAMA

Moderators / moderatori: Prof. **Siniša Petrović**, Ph.D. and Prof. **Jasnica Garašić**, Ph.D.

Prof. **Jasnica Garašić**, Ph.D., University of Zagreb, Faculty of Law, Zagreb, Croatia

Basic Elements of the Proposal for the EU Directive on Insolvency, Restructuring and Second Chance –

Comparison with Current Croatian Pre-Insolvency Proceedings

Osnovni elementi prijedloga Direktive EU o insolventnosti, restrukturiranju i drugoj prilici –

usporedba s važećim hrvatskim predstečajnim postupkom

Univ.-Prof. Mag. phil. Mag. Dr. iur. **Tomislav Boric**, University of Graz, Graz, Austria

Distressed Companies Restructuring in Austria

Restrukturiranje trgovačkih društava u poteškoćama u Austriji

Prof. **Edita Čulinović-Herc**, Ph.D., University of Rijeka, Faculty of Law, Rijeka, Croatia  
Assist. Prof. **Antonija Zubović**, Ph.D., University of Rijeka, Faculty of Law, Rijeka, Croatia and  
Assist. Prof. **Mihaela Braut Filipović**, Ph.D., University of Rijeka, Faculty of Law, Rijeka, Croatia  
Preventive Restructuring of Companies in Difficulties – One Size Fits All or Tailor Made Solutions?  
Preventivno restrukturiranje trgovačkih društava u poteškoćama – isti kroj za sve ili odijelo po mjeri?

Prof. **Saša Prelič**, Ph.D., University of Maribor, Faculty of Law, Maribor, Slovenia  
Admissibility of the Subsidiary Company Financial Assistance for the Liabilities of the Parent Company  
Dopustivost financijske asistencije ovisnog društva za obveze vladajućeg društva

Prof. **Dionis Jurić** Ph.D., University of Rijeka, Faculty of Law, Rijeka, Croatia and  
Assoc. Prof. **Loris Belanić**, Ph.D., University of Rijeka, Faculty of Law, Rijeka, Croatia  
Civil Liability of Statutory Auditor and Mandatory Insurance of its Civil Liability  
Odgovornost za štetu zakonskog revizora i obveza osiguranja od odgovornosti za štetu

**Morana Derenčinović Ruk**, Ph.D., Head of Licensing and Legal Support Department, Investment and Pension Funds  
Division, Croatian Financial Services Supervisory Agency (CFSSA), Zagreb, Croatia  
Distressed Companies Restructuring and Capital Market – Types of Conflict of Interests and Their Management  
Restrukturiranje društava u poteškoćama i tržište kapitala – vrste i upravljanje sukobom interesa

**Zlatan Omerspahić**, NSoft, d.o.o., Sarajevo, Bosnia and Hercegovina  
Distressed Companies Restructuring and Spill Over Effect – Example of Bosnia and Hercegovina  
Restrukturiranje društava u poteškoćama i učinak prelijevanja – primjer Bosne i Hercegovine

#### Discussion / Diskusija

14:30 – 15:00 Lunch / Ručak

### 20 October 2018 Blue Room / Plava dvorana

09:30 – 12:00 Conference Session III / Konferencijska sekcija III  
INNOVATIVE COMPANIES IN CHANGING SOCIETY / INOVATIVNA TRGOVAČKA DRUŠTVA U DRUŠTVU KOJE SE MIJENJA  
Moderators / moderatori: Assoc. Prof. **Ivana Kunda**, Ph.D. and Assoc. Prof. **Vlatka Butorac Malnar**, Ph.D.

Prof. **Vesna Tomljenović**, Ph.D., Judge of the General Court of the European Union, Luxembourg, Luxembourg  
Innovative Company Seeking Trademark Protection before General Court of the EU: How Many Markets are We Talking  
About?

Inovativna društva u potrazi za žigovnom zaštitom pred Općim sudom EU: o koliko je tržišta riječ?

Assoc. Prof. **Ivana Kunda**, Ph.D., University of Rijeka, Faculty of Law, Rijeka, Croatia and  
Assoc. Prof. **Vlatka Butorac Malnar**, Ph.D., University of Rijeka, Faculty of Law, Rijeka, Croatia  
Internet Distribution of Luxury Products: Is there a Deluxe Version of EU Competition Law?  
Internetska distribucija luksuznih proizvoda: postoji li de luxe inačica prava tržišnog natjecanja EU-a?

**Neven Vranković**, Group Vice President for Corporate Activities, Atlantic Group, Zagreb, Croatia  
Managing IP Capital in Listed Company – The Case of Atlantic Group  
Upravljanje intelektualnim kapitalom u uvrštenom društvu – primjer Atlantic grupe

**Jasmina Mutabžija**, Ph.D., Director, Posluh d.o.o., Zagreb, Croatia  
Owner-Managed Closed IT Companies: Governance Issues and IP Protection  
Zatvorena IT društva kojima upravljaju vlasnici: pitanja upravljanja i zaštite intelektualnog vlasništva

**Danijela Vrbljanac**, Ph.D., University of Rijeka, Faculty of Law, Rijeka, Croatia  
Managing Innovative Company's Capital: The Case of Personal Data Transfer  
Upravljanje inovativnim kapitalom trgovačkog društva: slučaj prijenosa osobnih podataka

**Darja Lončar Dušanović**, LL.M., Data Protection Officer, Croatian Telekom Group, Zagreb, Croatia  
The Role of Data Protection Officer in Innovative Company and Binding Corporate Rules Privacy – The Case of HT Inc.  
Uloga službenika za zaštitu osobnih podataka u inovativnom društvu i obvezujuća korporativna pravila – primjer HT d.d.

Prof. **Polonca Kovač**, Ph.D., University of Ljubljana, Faculty of Administration, Ljubljana, Slovenia  
Potentials and Limits of Tax Disputes' Prevention and Alternative Resolution Mechanisms  
Mogućnosti i ograničenja prevencije poreznih sporova i alternativni oblici njihova rješavanja

Prof. **Željko Bartulović**, Ph.D., University of Rijeka, Faculty of Law, Rijeka, Croatia  
Legal Acts Improving Innovativeness of Merchants – Examples in History of Croatia and Rijeka  
Pravni akti usmjereni na poticanje inovativnosti trgovaca – primjeri iz hrvatske i riječke povijesti

#### Discussion / Diskusija

12:00 – 12:30 Lunch / Ručak

12:30 Conference Closing / Zatvaranje konferencije

#### THIS CONFERENCE IS ORGANISED AND SUPPORTED BY / KONFERENCIJU ORGANIZIRAJU I FINANCIRAJU:

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Company and Financial Law Institute at the Faculty of Law, University of Rijeka / Zavod za pravo društava i financijsko  
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#### WORKING LANGUAGES / RADNI JEZICI

Croatian and English / hrvatski i engleski