



READING LIST

PhD Seminar on Companies and Markets 2021

Day 1

Hanna Almlöf and David Monciardini

Core reading

- Almlöf, Bjuggren, *A regulation and transaction cost perspective on the design of corporate law*, European Journal of Law and Economics, 2019, vol. 47(3), s. 407-433. (26 pages)
Open access: <https://link.springer.com/article/10.1007/s10657-019-09620-x>

Katja Tikka and Jørn Øyrehaugen Sunde

Core reading

- Heikki Pihlajamäki (19 pages):
The Making of Modern Scholarship of Commercial Law in Nineteenth- and Twentieth-Century Finland: Models and Adaptations (2020)
https://helda.helsinki.fi/bitstream/handle/10138/325168/Pihlajam_ki_Heikki_SwedishCommercialLawYhteiskirjakielentarkastettulopullinen.pdf?sequence=1
- Albrecht Cordes and Philipp Höhn (16 pages):
Extra-Legal and Legal Conflict Management among Long-Distance Traders (1250–1650)
The Oxford Handbook of European Legal History
<https://www.oxfordhandbooks.com/view/10.1093/oxfordhb/9780198785521.001.0001/oxfordhb-9780198785521-e-22>

Jukka Mähönen and Beate Sjøfjell

Core reading

- Sjøfjell, Beate, 'Redefining Agency Theory to Internalize Environmental Product Externalities. A Tentative Proposal Based on Life-Cycle Thinking', in *Preventing Environmental Damage from Products: An Analysis of the Policy and Regulatory Framework in Europe*, Eléonore Maitre-Ekern, Carl Dalhammar and Hans Christian Bugge (eds), Cambridge University Press 2018, Chapter 5.
Available at SSRN: <https://ssrn.com/abstract=3031788>. (19 pages)



Dirk Andreas Zetsche and Linn Anker-Sørensen

Core reading

- **Enhancing virtual governance: comparative lessons from COVID-19 company laws.** Dirk A. Zetsche, Linn Anker-Sørensen, Roberta Consiglio and Miko Yeboah-Smith. Taylor & Francis Online, 27 Sep 2021. (37 pages)
<https://www.tandfonline.com/doi/full/10.1080/14735970.2021.1977453>

Recommended reading

- **Taxing Data-Driven Business: Towards Datapoint Pricing.** Dirk A. Zetsche and Linn Anker-Sørensen. University of Luxembourg Law Working Paper Series 2020-019, 19 January 2021 (37 pages) https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3737378
- Corporate Technologies and the Tech Nirvana Fallacy. Luca Enriques and Dirk A. Zetsche. *European Corporate Governance Institute (ECGI) - Law Working Paper No. 457/2019 Hastings Law Journal, Forthcoming.* 2 April 2020. (57 pages)
https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3392321

Day 2

Beate Sjøfjell

Core reading

- Sjøfjell, Beate, 'Reforming EU Company Law to Secure the Future of European Business', in *European Company and Financial Law Review*, vol. 18, no. 2, 2021, pp. 190-217, <https://doi.org/10.1515/ecfr-2021-0009>, Preprint available at SSRN: <https://ssrn.com/abstract=3797685> (22 pages)

Karsten Engsig Sørensen

Core reading

- Karsten Engsig Sørensen, *Free Movement of Companies Under the New EU Free Trade Agreements*, available at https://papers.ssrn.com/sol3/papers.cfm?abstract_id=2671704 (20 pages)

Recommended reading

- Karsten Engsig Sørensen, *Free Movement in the EU and the Abuse of Companies*, available at https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3761700 (27 pages)



Anne Mittwoch

Core reading

- <https://www.gibsondunn.com/wp-content/uploads/2021/01/Geiss-Friedl-German-Corporate-Law-2021-A-New-Dawn-Beyond-Covid-19-Protectionist-Tendencies-and-the-Wirecard-Fall-Out-MA-Review-01-29-2021.pdf> (5 pages)

Recommended reading

- <https://www.skadden.com/insights/publications/2020/04/germany-introduces-virtual-general-meetings> (2 pages)
- <https://www.oppenhoff.eu/en/news-detail/the-german-act-to-modernise-the-law-on-partnerships-gesetz-zur-modernisierung-des-personengesellschaftsrechts-mopeg-amendments-and-the-need-for-companies-and-partners-to-act> (2 pages)

Anne Lafarre

Core reading

- **Introduction to Dutch company law:** Lafarre, A.J.F. & Van der Elst, C.F. (2019). Corporate Sustainability and Shareholder Activism in the Netherlands. In: The Cambridge Handbook of Corporate Law, Corporate Governance and Sustainability, Sjøfjell, B., & Bruner, C. (eds.). Only pages: 260-266 (remaining pages are part of recommended reading). (6 pages)
- **Current Human Rights Due Diligence requirements:** Ruggie, J.G., Rees, C. & Davis, R. (2021). Ten Years After: From UN Guiding Principles to Multi-Fiduciary Obligations. Business and Human Rights Journal vol 6:2, pp. 179-197. (18 pages)

Recommended reading

- **Shell Nigeria:** Bartman, S.M., De Groot, C. (2021) The Shell Nigeria Judgments by the Court of Appeal of the Hague, a Breakthrough in the Field of International Environmental Damage? UK Law and Dutch Law on Parental Liability Compared, European Company Law 18(3), pp. 97-105.
- **Dutch proposal of 25 company law professors (in Dutch):** J.W. Winter e.a., 'Naar een zorgplicht voor bestuurders en commissarissen tot verantwoordelijke deelname aan het maatschappelijk verkeer', Ondernemingsrecht 2020/86. (.pdf)
- **Discussion of this article (in Dutch):** H.J. de Kluiver, 'Over de verantwoordelijke onderneming', 4. Ondernemingsrecht 2020/126. (.pdf)

For references on a specific topic, please contact A.J.F.Lafarre@uvt.nl



Alesso Bartolacelli

Core reading

- Alessio Bartolacelli, The Unsuccessful Pursuit for Sustainability in Italian Business Law, in B. Sjøfjell, C. Bruner (eds), *The Cambridge Handbook of Corporate Law, Corporate Governance and Sustainability*, CUP, 2020, 290-303 (14 pages)

Recommended reading

- Zanardo, Impact of Italian Business Crisis and Insolvency Code on Organizational Structures in MSMEs, in *University of Miami International and Comparative Law Review*, Vol. 27, Issue 2 (Spring 2020), pp. 308-333 (25 pages)
- G. Balp, Early Warning Tools at the Crossroads of Insolvency Law and Company Law, Bocconi Legal Studies Research Paper no. 3010300, https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3010300 (42 pages)
- L. Marchegiani, Shifting the SME Corporate Model Towards Sustainability: Suggestions from Italian Company Law, Forthcoming in *The Italian Law Journal*, https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3850069 (18 pages)
- P. Giudici, P. Agstner, Startups and Company Law: The Competitive Pressure of Delaware on Italy, ECGI – Law Working Paper No. 471/2019, https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3433366 (53 pages)
- Bartolacelli, In the middle of nowhere. The never-ending transition of Italian private companies (società a responsabilità limitata - SRL), in M. Meccarelli, C. Paixão, C. Roesler (eds), *Innovation and Transition I Law. Experience and Theoretical Settings*, Dykinson, Madrid, 2021, p. 305-336 (32 pages)

Lina Mikalonienė

Core reading

- Mikalonienė, L., Mikelėnas, V.; Miliauskas, P.; Mitkevičius, V.; Tikniūtė, A. *The convergence and divergence of legal forms of enterprises: does Lithuanian legal regulation is attractive in international context?* Scientific study. Vilnius universiteto leidykla: Vilnius. 2017, p. 329-331, 370-424 (in English) <https://www.tf.vu.lt/publications/imoniu-teisiniu-formu-konvergencija-ir-divergencija-ar-lietuvos-teisinis-reglamentavimas-yra-patrauklus-tarptautiniame-kontekste-2017/> (56 pages)

Recommended reading

Limited liability company

- Lauraityte, E.; Miliauskas, P., Sustainable Companies under the Lithuanian Company Law (April 11, 2013). University of Oslo Faculty of Law Research Paper No. 2013-10, Available at SSRN: <https://ssrn.com/abstract=2248591>
- Mikalonienė, L. Cross-Border Conversions of Companies within the EU: The Lithuanian Example. In: David A. Frenkel (ed.), *New Challenges of the Law in a Permeable World*. Athens Institute for



Education and Research, 2019, ISBN: 978-960-598-268-3, p. 107-121

<http://www.atiner.gr/papers/BLE2018-2506.pdf>

- Mikalonienė, L. *Shareholder rights and remedies in a closed stock company*. Monograph. Vilnius: VĮ Registrų centras, 2015, ISBN 978-9955-30-170-7, p. 238-248 (.pdf)
- Mikelėnas, V.; Miliauskas, P. Impact of financial crisis on director's liability: Lithuanian experience in comparative perspective. *Role of law; human rights and social justice, justice systems, commerce, and curriculum: selected issues*. Athens: Athens Institute for Education and Research, 2017, p. 183-193
- TGS Baltic study on Minority Shareholders Protection, 2018, p. 288-295
<https://op.europa.eu/en/publication-detail/-/publication/1893f7b8-93a4-11e8-8bc1-01aa75ed71a1/language-en>

Small partnership

- Mikalonienė, L. Small partnership company form as a vehicle for small and medium-size business in Lithuania: is the theoretical model effective in practice? *European Company and Financial Law Review*, 2018, Volume 15, Issue 1, p. 101-122; doi.org/10.1515/ecfr-2018-0004
- Mikalonienė, L. Individual Owner Compensation in a Hybrid Limited Liability Entity in a Comparative Context: LLC (the USA), LLP (the UK) and the Small Partnership (Lithuania). *European Business Organization Law Review*, 2020, 21(4), 915-936; DOI: 10.1007/s40804-020-00199-4 <https://link.springer.com/article/10.1007/s40804-020-00199-4>

Hanne S. Birkmose

Core reading

- The new Danish Corporate Governance Code
https://corporategovernance.dk/sites/default/files/media/anbefalinger_for_god_selskabsledelse_engelsk.pdf (36 pages)
- The Danish Stewardship Code – The Past, the present and the future, Hanne S. Birkmose and Marina B. Madsen (draft 27 July 2020) (.pdf) (32 pages)

Day 3

Jaakko Husa

Core reading

- Research Designs of Comparative Law – Methodology or Heuristics? - published in *The Method and Culture of Comparative Law* (Hart Publishing 2014) edited by Maurice Adams and Dirk Heirbaut. (.pdf.) (15 pages)



Beate Sjøfjell

Core reading

- Sjøfjell, Beate and Bruner, Christopher M., 'Corporations and Sustainability', in Beate Sjøfjell and Christopher M. Bruner (eds), *Cambridge Handbook of Corporate Law, Corporate Governance and Sustainability* (Cambridge University Press, 2019), Chapter 1. Available at SSRN: <https://ssrn.com/abstract=3383384>. (10 pages)

Recommended reading

- Sjøfjell, Beate, Johnston, Andrew, Anker-Sørensen, Linn and Millon, David K., 'Shareholder Primacy: The Main Barrier to Sustainable Companies', in *Company Law and Sustainability: Legal Barriers and Opportunities*, Beate Sjøfjell and Benjamin J. Richardson (eds), Cambridge University Press, 2015, Chapter 3. Available at SSRN: <https://ssrn.com/abstract=2664544>.

Ernest Lim and Luh Luh Lan

Core reading

- Dan W. Puchniak, Harald Baum and Michael Ewing-Chow (eds), *The Derivative Action in Asia: A Comparative and Functional Approach* (CUP, 2012), Chapters 2, 5-8. (3 pages)

Christopher M. Bruner and Carol Liao

Core reading

- Methods of Comparative Corporate Governance, Christopher M. Bruner, *Research Handbook on Comparative Corporate Governance* (Afra Afsharipour & Martin Gelter eds., Edward Elgar Publishing, Forthcoming), *University of Georgia School of Law Legal Studies Research Paper No. 2020-20*, (19 pages)

Day 4

Claire Bright

Core reading

- The [UN Guiding Principles on Business and Human Rights](#) (35 pages)



Recommended reading

- C. Bright, [Mapping human rights due diligence and regulations and evaluations their contribution in upholding labour standards in global supply chains](#), ILO, 2021.
- The [European Parliament Resolution of 10 March 2021 with recommendations to the European Commissions on corporate due diligence and corporate accountability](#).

Charlotte Villiers

Core reading

- Villiers, C. (2019) 'Global supply chains and sustainability: the role of disclosure and due diligence laws' in *The Cambridge Handbook of Corporate Law, Corporate Governance and Sustainability* (pp. 551-565) Cambridge University Press. (14 pages)

Recommended reading

- Smit, L., Holly, G., McCorquodale, R., & Neely, S. (2021) 'Human rights due diligence in global supply chains: evidence of corporate practices to inform a legal standard', *The International Journal of Human Rights*, 25(6), 945-973.
- UN Guiding Principles on Business and Human Rights: 2011 at https://www.ohchr.org/documents/publications/guidingprinciplesbusinessshr_en.pdf
- OECD Due Diligence Guidance for Responsible Business Conduct, 2018, at <http://mneguidelines.oecd.org/OECD-Due-Diligence-Guidance-for-Responsible-Business-Conduct.pdf>
- LOI n° 2017-399 du 27 mars 2017 relative au devoir de vigilance des sociétés mères et des entreprises donneuses d'ordre (1) [JORF n°0074 du 28 mars 2017](#)
- German Supply Chain Due Diligence Act 2021: Sorgfaltspflichtengesetz at <https://www.bmas.de/DE/Service/Gesetze-und-Gesetzesvorhaben/gesetz-unternehmerische-sorgfaltspflichten-lieferketten.html>
- European Parliament Briefing, Towards a mandatory EU system of due diligence for supply chains, October 2020, at [https://www.europarl.europa.eu/RegData/etudes/BRIE/2020/659299/EPRS_BRI\(2020\)659299_EN.pdf](https://www.europarl.europa.eu/RegData/etudes/BRIE/2020/659299/EPRS_BRI(2020)659299_EN.pdf); European Parliament resolution of 10 March 2021 with recommendations to the Commission on corporate due diligence and corporate accountability ([2020/2129\(INL\)](#)) text adopted 10 March 2021
- Sjøfjell, Beate, 'The Financial Risks of Unsustainability: A Research Agenda' (June 29, 2020). University of Oslo Faculty of Law Research Paper No. 2020-18, Nordic & European Company Law Working Paper No. 21-05, Available at SSRN: <https://ssrn.com/abstract=3637969>



Carol Liao

Core reading

- “[Power and the Gender Imperative in Corporate Law](#)” Carol Liao, in Beate Sjøfjell and Irene Lynch Fannon, eds., [Creating Corporate Sustainability: Gender as an Agent for Change](#) (Cambridge University Press, 2018). (22 pages)

Day 5

Christoph Teichmann

Core reading

- Corporate Groups within the Legal Framework of the European Union: The Group-Related Aspects of the SUP Proposal and the EU Freedom of Establishment by Christoph Teichmann, ECFR 2015, 202–229 (.pdf) (27 pages)

Recommended reading

- The Company Law Package – Content and State of Play by CHRISTOPH TEICHMANN, ECFR 2019, 3–14 (.pdf)
- Company Law, Connecting Factors and the Digital Age – A New Outlook by BARTLOMIEJ KURCZ and ATHANASIOS PAIZIS, ECFR 2019, 434–456 (.pdf)

Beate Sjøfjell and Jukka Mähönen

Core reading

- Sjøfjell, Beate and Mähönen, Jukka T, ‘Upgrading the Nordic Corporate Governance Model for Sustainable Companies’, *European Company Law*, Volume 11, Issue 2, 2014. Available at SSRN: <https://ssrn.com/abstract=2471495>. (5 pages)

(Total pages: 450)