# Corporate law

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

aandelen shares

gewone aandelen common/ordinary shares

prioriteitsaandelen priority shares

preferente aandelen preference shares

aandeelhouder shareholder

aandeelhoudersregister shareholders register

aandelentransactie share transaction

aandelenoverdracht share transfer

afstoten divest

beperkte aansprakelijkheid limited liability

beursgenoteerd (publicly) listed company

bijdrage in natura contribution in kind

blokkeringsregeling share transfer restrictions

B.V. private limited liability company

certificaten depositary receipts (for

shares)

C.V. (*commanditaire vennootschap)* limited partnership

directie board of directors

directeur managing director, managing board

statutair directeur/bestuurder managing director under the

articles of association

dividend dividend

vaststellen to fix a dividend

uitkeren to distribute a dividend

achterstallig dividend dividend in arrears

preferent dividend preferred/preferential dividend

tussentijds dividend interim dividend

emissie issue, issuance

fiduciaire plicht fiduciary duty

fusie merger

juridische fusie legal merger

fusies en overnames mergers and acquisitions (M&A)

handelsregister Trade Register

huishoudelijk reglement rules and regulations

inbreng (in natura) contribution (in kind)

…i.o. …in formation

Kamer van Koophandel Chamber of Commerce

kapitaal capital

plaatsen to issue capital

storten to pay up capital

maatschappelijk kapitaal authorised share capital

geplaatst kapitaal issued/allotted share capital

volgestort kapitaal paid-up share capital

kapitaalvermindering capital reduction

lege vennootschap shelf company, dormant company

liquideren liquidate

maatschappij company

medezeggenschap co-determination, participation in decision-making

memorandum van overeenstemming memorandum of understanding

nalatigheid negligence

NEWCO (NewCo) NEWCO, a company created specifically for a particular transaction

N.V. public limited liability company

ondernemer entrepreneur

onderneming company, enterprise, undertaking

te kopen onderneming a target company

ondernemingsraad works council

ontbinden dissolve

opheffen to wind up/liquidate/dissolve

opheffing winding up, liquidation, dissolution

oprichten to incorporate, establish, found

oprichting incorporation

oprichtingsakte deed of incorporation

pandhouder holder of a right of pledge (on

shares), Pledgee

periodetoerekening accrual

procuratie power-of-attorney

raad van bestuur managing board, board of directors

raad van commissarissen supervisory board

schuldpapier debt instrument

S.E. European company (*Societas Europaea*)

statuten articles of association

stichting foundation, not-for-profit organisation

stichting-administratiekantoor administration office

structuurregime structure regime

gewone / volledig regime full regime

verzwakte regime mitigated regime

structuurvennootschap company governed by the structure regime

uittreksel extract

usufructgebruiker holder of a right of usufruct (on shares)

vangnet safety net

bepaling catch-all provision, residuary provision

construction safety-net structure

melding referral to the safety net

vereniging association

vennoot partner

stille vennoot silent partner, limited partner

mede-firmant contributory partner

vennootschap company, corporation

vennootschap onder firma (V.O.F.) general partnership

vereiste zorgvuldigheid requisite care

verklaringen recitals

vertrouwenspersoon escrow agent

vijandigbod hostile bid/offer

voorwetenschap prior knowledge, inside information

wangedrag misconduct

wettelijk pandrecht op aandelen statutory right of pledge (on shares)

zeggenschap control

zorgvuldigheidsplicht duty of care