

CURRICULUM VITAE PHILIPPE ERNST



GENERAL PRESENTATION

Philippe ERNST is an expert in Corporate Law, M&A and corporate restructuring.

On July 3rd, 2018 Philippe was invited as a Company Law expert to address the Belgian Federal Parliament's Committee on Business and Economic Law (Kamercommissie Handels- en Economisch Recht) on the forthcoming reform of the law on Companies and Nonprofit Associations.

Philippe is a Lawyer at the Antwerp Bar (previously Brussels Bar) and a Professor at the University of Antwerp (UA).

Having more than 25 years of experience, he provides legal advice and assistance to local and international clients, ranging from large multinationals and listed companies to SME's, start-ups and nonprofit associations. Philippe has also assisted public law bodies such as the EU Commission, governmental agencies and (inter-)municipal corporations.

Philippe manages M&A transactions, corporate restructuring processes and PPP projects. He has assisted many clients on cross-border transactions.

Philippe advises mainly on corporate law and nonprofit associations, financial law, real estate, data protection, and insolvency, and drafts and negotiates all types of contracts.

Having worked in a "Big 4" environment for more than a decade, Philippe knows how to work with tax specialists, auditors and accountants and has a thorough understanding of their needs and opportunities.

Notwithstanding his academic background, Philippe comes up with practical solutions. More than once, he is the last resort for other lawyers and other professionals in very complex matters.

Philippe works fluently in Dutch, French, English and German. He has an excellent understanding of finance and numbers.

PERSONAL DATA

Name: ERNST Philippe

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Belgium

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Date of birth: 19.01.1966

Nationality: Dutch

EDUCATION

- University Antwerp: Doctor's Degree (Doctor of Laws), 1996 (no grades awarded)
- University Antwerp: Law Degree (Licentiate of Laws), 1984-1989, magna cum laude
- Vlekho Business School in Brussels: Summer School Business Management, 1988 (no grades awarded)

LANGUAGES

- Dutch: Mother tongue
- French: Fluent
- English: Fluent
- German: Very Good

PROFESSIONAL EXPERIENCE

Combining legal practice and academic career

I. LEGAL PRACTICE

Lawyer – Partner

ERNST Advocaten, Antwerp, Belgium

Member of LODGE Advocaten, Antwerp, Belgium as from September 2018

Lawyer at the Antwerp Bar

Period: September 2017 – present

Lawyer – Partner

LIGE advocaten, Antwerp, Belgium

Lawyer at the Antwerp Bar

Period: February 2016 – August 2017

Lawyer – Director

HVG advocaten – avocats, Brussels, Belgium

Lawyer at the Brussels Bar

Law firm associated with EY (Ernst & Young Tax Consultants CVBA)

Period: October 2009 – January 2016

Legal Consultant – Executive Director Legal Department

EY (Ernst & Young Tax Consultants CVBA), Brussels, Belgium

Period: December 2007 - October 2009

Lawyer – Partner

Law firm Laga (Laga & Philippe), Brussels, Belgium

Lawyer at the Brussels Bar

Law practice associated with DELOITTE (& TOUCHE)

Period: June 2001 - November 2007

Legal Consultant – (Senior) Manager, then Director

DELOITTE (& TOUCHE), Brussels, Belgium

Tax & Legal Business Law Department

Period: September 1998 - June 2001

II. ACADEMIC

Professor University Antwerp

Professor Company Law (Master Course)

previously also Business Law (Advanced Master Course LLM)

Period: October 1999 - Present

Lecturer College - University Brussel

Advanced Master (LLM) Company Law

Period: October 2007 - 2015

Lecturer (University of) Antwerp Management School (UAMS)

Master Forensic Audit

Classes on Directors' Liability; Auditor Liability; Insider Trading and Market Manipulation

Until: 2013-14

Part-time Assistant – Part-time Professor University Antwerp

Assistant (85 %), Professor (15 %)

LLM Business Law

Period: October 1996 - September 1998

Assistant University Antwerp

Assistant to Prof. Dr. H. Braeckmans, a highly reputed expert in Company and Financial Law

Business, Economic and Financial Law, with specific interest for Company Law

Period: October 1989 - September 1996

SUMMARY OF QUALIFICATIONS

I. Legal advice and project support, drafting of legal documents and contracts, concerning company law and the law of associations

- Guidance, support and legal advice with regard to mergers, demergers, spin-off's and other corporate restructurings (including the transfer or contribution of a branch of activity and the transfer or contribution of a universality)
- Guidance, support and legal advice with regard to cross border mergers and cross border restructurings (including the transfer or contribution of a branch of activity)
- Guidance and support during all stages of a business start-up, incorporation, (seed) financing, venture capital, anti-dilution, issuing of warrants/convertible bonds; (convertible) loan agreements
- Guidance, support and legal advice with regard to "Legal Entity Rationalization" and "Single European Entity" projects in corporate group structures
- Drafting and legal advice with regard to shareholders' agreements, management agreements and tailor-made by-laws and articles of association
- Legal advice with regard to the role and functioning of the board of directors and the powers and liabilities of company directors, as well as auditors
- Legal advice with regard to conflicts of interest of directors and managers
- Legal advice concerning the functioning of the general shareholders' meeting
- Legal advice with regard to Corporate Governance and Group Governance
- Taking care of all aspects of corporate housekeeping and compliance (for example; approval and filing of annual accounts, drafting minutes, convening notices, waivers, powers of attorney, etc.)
- Guidance on and selection of legal entity types or legal forms of business, including associations, partnerships, foundations, economic interest groupings and "Special Purpose Vehicles"
- Guidance and legal advice with regard to capital increase, capital decrease and capital protection, share buy-back, ant-dilution protection, etc.
- Advice on the position (protection) of minority shareholders
- Guidance and legal advice with regard to liquidations (procedure, requirements, position of stakeholders, ...) and drafting all legal documentation, incl. court petitions
- Guidance and legal advice with regard to Squeeze-Out procedures
- Legal advice and drafting of stock option plans, issuing conditions of convertible bonds and warrant plans, employee share purchase plans, stock option plans, stock appreciation rights, etc.), including the drafting of an issuing prospectus, compliance with the EU Prospectus Directive in multi-jurisdiction equity plans; consultation and negotiation with the CBFA/FSMA for approval of the prospectus
- Guidance and legal advice with regard to the certification of shares through an administration office

- Legal advice about the functioning of co-operative societies (either with limited or unlimited liability)
- Drafting of partnership and silent partnership agreements (*maatschap; stille vennootschap; tijdelijke vennootschap*)
- Advice on setting up a European Company (“Societas Europaea”)
- Court procedures regarding the appointment of a temporary administrator, a court appointed expert, forced sale/purchase of shares (*geschillenregeling, gedwongen uittrekking/uitsluiting*), directors’ liability
- Advice to/regarding nonprofit corporations (*VZW, IVZW, (private) Stichtingen*); incorporations of Belgian and international nonprofit associations; advice on and implementation of mergers of nonprofit associations; advice on directors’ liability
- Advice and litigation regarding dematerialization, bearer shares – registered shares, public auction.

II. Assistance on M&A transactions

- Assisting Belgian as well as foreign clients
- Share deals – Asset deals
- Preparing buy-side or vendor due diligence, data room
- Performing buy-side or vendor due diligence
- Drafting or reviewing all legal transaction documentation (Letter of Intent, Memorandum of Understanding, Confidentiality Agreement, ...)
- Negotiation and drafting of Share Purchase Agreements and Asset Purchase Agreements, as well as all other contracts (incl. escrow agreements, management agreements, shareholders’ agreements, ...) and accompanying documents (incl. disclosure letters, waivers, comfort letters, legal opinions, ...)
- Reviewing and negotiating the transaction finance documentation
- Drafting legal opinions
- Litigation regarding reps & warranties and specific indemnities

III. Drafting, negotiation, review, analysis of, and legal advice on, commercial contracts

- Distribution agreements (commercial agency, franchising, concession, exclusive distribution, ...)
- Joint-venture agreements
- Co-operation agreements
- Contracts in the framework of Supply Chain / Transfer Pricing projects (stripped distributor, commissionaire, agent, sole manufacturer, ...)
- License agreements

- Joint venture agreements; technical assistance agreements
- Service agreements
- Rights *in rem*
- IT-contracts, software escrow agreements, testing agreements (re: software; technology)
- Rent, leasing, occupation without legal title (*bezetting ter bede / occupation précaire*)
- Contracts *sui generis*
- Judicial procedures

IV. Legal assistance and drafting regarding Public-Private Partnerships (PPP projects)

- Assisting often the public partner, sometimes the private partner, and occasionally both partners (with their mutual consent)
- Setting up a Special Purpose Vehicle (SPV)
- Drafting and negotiating DBFM(O)-agreements
- Drafting and negotiating cooperation agreements, shareholders' agreements
- Legal advice on real estate law, rights *in rem* (*opstal, erfpacht, vruchtgebruik*), leasing
- Advice on ESA-neutrality (ESA95 and ESA2010)
- Initial high-level advice on public procurement

V. Advice regarding companies in distress (including bankruptcy, insolvency, etc.)

- Responsibilities and liabilities of the board; so-called alarm procedure, corrective measures
- Protection of the company from its creditors
- The rights and protection of creditors
- Measures to prevent insolvency or insolvency procedures
- Judicial reorganization; restructuring
- Transfer of a company prior to liquidation/bankruptcy or in the framework of a legal reorganization
- Legal advice during insolvency & liquidation procedures

- **International:** Cross-Border insolvency (EU Insolvency Regulation): legal advice to various stakeholders: company-debtor (Belgian subsidiary), directors, auditors, creditors, ...; legal assistance from a Belgian legal perspective to foreign trustees (UK Administrators)

VI. Legal advice with regard to Intellectual Property (IP) and Data protection

- Legal advice with regard to copyright, trademarks and patents
- Legal IT audits; due diligence re TV formats

- Drafting and review of licensing agreements (including software license) and joint development agreements
- Court procedures to safeguard Intellectual Property rights
- Legal advice with regard to privacy and data protection, storage and protection of personal data, legal requirements for the processing of personal data, both on a national and an international (EU and non-EU) level, requirements in the case of transfer of data, Binding Corporate Rules, etc., including GDPR
- Drafting and review of data processor agreements

VII. Legal advice concerning Financial Law

- Legal advice concerning the prospectus requirements, for example when issuing shares, stock options, warrants, convertible bonds and other financial instruments
- Legal advice with regard to the statutory requirements imposed on listed companies and their directors
- Legal advice concerning the structures, regulations and obligations applicable to investment companies, Belgian BEVEK, Belgian (real estate) BEVAK, regulated real estate companies, UCITS, REIT, etc.
- Legal advice with regard to transparency obligations
- Legal advice with regard to insider trading and information & publication requirements
- Legal assistance in view of the establishment of a Money Transfer company (incorporation and licensing) and legal advice about its requirements and its operation
- Review of financing documents and drafting of legal opinions
- Legal advice concerning cross-border financial services/products, European Passports, etc.
- Analysis and legal advice regarding derivatives and the application of the ISDA-regulations

VIII. Legal advice concerning competition law and commercial practices

- Legal review of contract clauses
- Legal advice concerning all aspects of competition law
- Legal advice with regard to lawful and unlawful commercial practices, lawful and unlawful clauses, etc.

IX. Legal advice to the public sector

- Advice and assistance in projects at municipal, provincial and regional (Flanders; Brussels) level
- Restructuring of Intercommunal corporations into intermunicipal corporations (*“intergemeentelijke samenwerkingsverbanden: opdrachthoudende en dienstverlenende verenigingen”*)

- Advice (corporate law, contract law) on the functioning of intercommunal and intermunicipal corporations
- Assistance with sale-and-lease-back operations
- Incorporating autonomous municipal business corporations (“*autonome gemeentebedrijven*” – “*AGB*”); advice on the restructuring of AGB and AGB’s subsidiary
- Advice on various options to transform public services into autonomous entities; assistance with such transformation processes (“*verzelfstandiging*”)
- Advice on and legal assistance with reverse transformation of autonomous public entities into integrated public services (“*inkanteling*”)
- Advice on the legal aspects relevant to living, alternative forms of dwelling instead of renting (incl. living certificates, cooperative society, etc.)
- Advice on potential legal structures, corporate entity types and their advantages and disadvantages i.a. in the health care sector, hospital sector and aid to the handicapped; incl. transforming hospital into autonomous entities, mergers and joint-ventures of hospitals
- Advice on the structuring of a public authority’s real estate portfolio; Advice on the restructuring of a municipality’s real estate portfolio; Advice on the structuring of a university’s real estate development project
- Advice on, and assistance with (incl. contract drafting) development projects (“*gebiedsontwikkeling*”)
- Advice on responsibilities/liabilities of various authorities and stakeholders (sea port)

X. EU Commission

- Comparative legal study of the regulatory framework and practice in all 28 EU Member States on freedom of establishment and restrictions (permits, licenses, authorizations, etc.) in the retail sector.
- Comparative legal study on the European Company: its regulation, implementation and practice.
- Assisting the winning consortium in the framework of the EIT Health call European tender – Consultancy agreement for the preparation of a grant proposal.

PUBLICATIONS (individual unless mentioned otherwise)

I. BOOKS

- Ph. ERNST and J. VERSTRAELEN (ed.), *Reorganisatie van vennootschappen. Fusie, (partiële) splitsing, inbrengen van algemeenheid of van bedrijfstak*, Mechelen, ced. Samsom, 2002, 767 p. en *Réorganisations juridiques de sociétés*, Brussel, Ed. Kluwer, 2002, 786 p. (mergers & demergers ; restructurings)
- VAN OEVELEN, Ph. ERNST, A. FRANCOIS, M. VAN PASSEL (red.), *Bestendig Handboek Vennootschap en Aansprakelijkheid*, Antwerpen, Kluwer, vanaf 2000, losbladig, 2 vol. (liabilities in context of companies)
- Co-author of *die Keure Wetboeken "Wetboek Vennootschappen"* (Nederlandse versie) and "*Code des Sociétés*" (Franse versie), Brugge, die Keure, 1998 (1° ed.) and 2000 (2° ed.). (law text coordination & comment)
- ERNST, Ph., SMETS, B., VANMUYSEN, J. and VERHAERT, J., *De nieuwe wetgeving op het gerechtelijk akkoord en het faillissement*, Antwerpen, Standaard, 1998, 167 p. (insolvency and bankruptcy)
- Ph. ERNST, *Belangenconflicten in naamloze vennootschappen*, Antwerpen, Intersentia Rechtswetenschappen, 1997, XXI + 1153 + XXIV p. (Driejaarlijkse Prijs van het Antwerps Notariaat 1998). (directors' and shareholders' conflict of interest)

II. RESEARCH REPORTS - CONGRESS PROCEEDINGS – EU COMMISSION

- National Report on "Regulation of financial markets with particular reference to market abuse/La réglementation des marchés financiers, dans le cas particulier de l'abus de marché", *XVth International Congress on Comparative Law, International Academy of Comparative Law*, Bristol (UK), 26 July - 1 August 1998, 59 p. (in English).
- "Het tegenstrijdig belang in N.V. en B.V.B.A. na de wet van 13 april 1995 : een eerste commentaar", *Congres De nieuwe Vennootschappenwet 1995*, Koninklijke Federatie van Belgische Notarissen, Wilrijk, U.I.A., 27 September 1995, 28 p. (directors' conflict of interest)
- "Belangenconflicten in naamloze vennootschappen", *Studiedagen Vennootschapsrecht 1991 van 14 en 18 december 1991* in Gent (U.Gent) resp. Antwerpen (U.I.A.), gepubliceerd in R.W., 1991-92, 585-607. (directors' conflict of interest)
- I had the lead of a project for the EU Commission (DG Markt) 2014-2015 "Legal Study on Retail Establishment Through the 28 EU Member States: restrictions and Freedom of Establishment", project nr. 2014.1027, final submission of report on 1 July 2015. In that context I was involved in several workshops with representatives of the Member States and of the Retail sector and Retail businesses.

III. CONTRIBUTIONS PUBLISHED IN BOOKS

- “Het nieuwe vennootschapslandschap”, in VPG (ed.), *Het nieuwe Wetboek van Vennootschappen en Verenigingen*, Mechelen, Kluwer, te verschijnen/ forthcoming, 37 p. (new corporate law)
- “Het nieuwe vennootschapslandschap”, in *Artikelsgewijze commentaar vennootschappen & verenigingen*, te verschijnen/ forthcoming, 37 p. (new corporate law)
- “De onafhankelijkheid van de commissaris na de audithervorming van 2016”, in E. DIRIX, R. HOUBEN and E. WYMEERSCH (ed.), *In het Vennootschapsbelang. Liber amicorum Herman Braeckmans*, Antwerpen, Intersentia, 2017, p. 147-176 (auditor independence).
- “Bestuurdersaansprakelijkheid: recente evoluties”, in *CBR Jaarboek 2013-2014*, Antwerpen, Intersentia, 2014, p. 79-177. (directors’ liability)
- “Herstructureren anno 2012: recente ontwikkelingen m.b.t. fusies en splitsingen”, in F. HELLEMANS (ed.), *THEMIS – Vennootschapsrecht*, nr. 74, Brugge, die Keure, 2012, 135-195. (mergers & demergers, restructurings)
- Ph. ERNST, F. EL-BOUBSI and N. COOREMAN, “Les sociétés holdings belges – aspects juridiques”, in *Les holdings belges. Statut juridique et fiscal*, Collection des Ateliers des FUCaM, Limal, Anthémis, 2011, p. 7-70 (en français). (holding companies)
- Ph. ERNST and F. MEIRESONNE, “Splitsing en aansprakelijkheid”, in *Bestendig Handboek Vennootschap en Aansprakelijkheid*, Antwerpen, Kluwer, 2009. (demergers and liabilities)
- “Deelname op afstand aan de algemene vergadering, e-voting of de ‘elektronische algemene vergadering’”, in *Van Alle Markten. Liber Amicorum Eddy Wymeersch*, Antwerpen, Intersentia, 2008, 483-509. (electronic general shareholder meetings; e-voting)
- “Bestuurdersaansprakelijkheid: enkele recente evoluties. Aansprakelijkheid in geval van faillissement, aansprakelijkheid voor onbetaalde socialezekerheidsbijdragen en aansprakelijkheid voor onbetaalde bedrijfsvoorheffing en BTW”, in *CBR Jaarboek 2007-2008*, Antwerpen, Intersentia, p. 221-253. (directors’ liability)
- “Misbruik van voorkennis en marktmisbruik: preventieve maatregelen”, in *Actuele problemen van financieel, vennootschaps- en fiscaal recht*, R. HOUBEN and S. RUTTEN (ed.), Antwerpen, Intersentia, 2007, p. 207-244. (insider trading & market abuse)
- Ph. ERNST and N. YOUNES, “Groepsinterne belangenconflicten in de Corporate Governance-wet. Een eerste commentaar op het nieuwe artikel 524 W.Venn.”, in *Corporate Governance ont(k)leed*, K. BYTTEBIER, A. FRANCOIS and J. DELVOIE (ed.), Mechelen, Kluwer, 2004, p. 183-236. (conflicts of interest in intra-group relations)
- Ph. ERNST and D. SMEETS, “Recente wijzigingen op het vlak van verplichtingen bij het opstarten van een onderneming (Kruispuntbank van Ondernemingen, ondernemingsloket, ondernemingsnummer, handelsregister, vestigingsattest, basiskennis van bedrijfsbeheer)”, in *De oprichting van vennootschappen en de opstartfase van ondernemingen/La constitution de sociétés et le démarrage d’entreprises*, B. TILLEMANS, A. BENOIT-MOURY, O. CAPRASSE and N. THIRION (ed.), Brugge, die Keure, 2003, p. 757-788. (business start-up)
- Ph. ERNST and L. VAN DEN EYNDEN, “De Corporate Governance-wet verleent aan het directiecomité een wettelijke basis en een flexibel regime”, in *Deugdelijk vennootschapsbestuur*, Antwerpen, Intersentia, 2003, p. 23-76. (corporate governance; management committee)
- Ph. ERNST and D. HERBOSCH, “De uitgifte van warrants of de wondere wereld van de warrant: financieringsmiddel, beschermingsconstructie, instrument voor ‘stock option’-plannen en personeelsparticipatie”, in *Onderneming en effecten*, B. TILLEMANS and B. DU LAING (ed.), Brugge, die Keure, 2001, p. 71-123. (issuing of warrants = subscription rights)
- “Commentaar Artikel 523 Wetboek Vennootschappen & Artikel 529 Wetboek Vennootschappen”, in *Vennootschappen en Verenigingen. Artikelsgewijze commentaar met overzicht van rechtspraak en rechtsleer*, H. BRAECKMANS, K. GEENS and E. WYMEERSCH

(ed.), Antwerpen, Kluwer, afl. 4, november 2000, 101 p. resp. 8 p. (directors' conflict of interest)

- "De Programmawet van 10 februari 1998 tot bevordering van het zelfstandig ondernemerschap. Algemene en handelsrechtelijke nieuwigheden", in *CBR-Jaarboek 1998-1999*, Centrum voor Beroepsvervolmaking in de Rechten (U.I.A.), Antwerpen, Maklu, 1999, 115-136. (business start-up)
- "De codificatie van het vennootschapsrecht. Tijd voor 'legislative governance'? ", in *Knelpunten van dertig jaar vennootschapsrecht. Zoeken naar oplossingen voor de 21ste eeuw*, JAN RONSE INSTITUUT – K.U.LEUVEN (ed.), Kalmthout, Biblo, 1999, 414-428. (company law codification)
- "Misbruik van vennootschapsgoederen. Enkele bedenkingen vanuit het vennootschapsrecht bij de introductie van een nieuw misdrijf in het rechtspersonenrecht", in *Rechtspersonenrecht, Verslagboek Postuniversitaire Cyclus W. Delva 1998-1999*, W. VAN EECKHOUTTE (ed.), Gent, Mys & Breesch, 1999, 339-392. (abuse/misuse of corporate assets)
- "Tegenstrijdigheid van belangen bij de vertegenwoordiging van en de besluitvorming in vennootschappen, bekeken vanuit de notariële praktijk", in *Notariële actualiteit 1998, Congresboek Interuniversitaire Studiedag Notariële Actualiteit 1998*, Brugge, Die Keure, 1998, 47-117. (directors' conflict of interest)
- "De organen van het faillissement", in *De nieuwe wet op het gerechtelijk akkoord en de nieuwe faillissementswet, Verslagboek van de congressen van 6, 11 en 13 juni 1997*, BRAECKMANS, H., DIRIX, E. and WYMEERSCH, E. (ed.), Antwerpen, Kluwer, 1998, 305-364. (bankruptcy; bankruptcy trustees)
- "Artikel 60" en "Artikel 60bis", in *Vennootschapsrecht. Artikelsgewijze commentaar met overzicht van rechtspraak en rechtsleer*, BRAECKMANS, H., GEENS, K. and WYMEERSCH, E. (red.), Antwerpen, Kluwer, losbladig. (directors' conflict of interest)
- "De jaarrekening in het vennootschapsrecht", in *Praktijkids voor de jaarrekening*, Diegem, CED.Samsom, losbladig, aflevering 51, februari 1997, 54 p. (annual accounts from a company law perspective)
- "De vennootschap met een sociaal oogmerk", in *Het gewijzigde Vennootschapsrecht 1995*, BRAECKMANS, H. and WYMEERSCH, E. (ed.), Antwerpen, Maklu, 1996, p. 35-70. (companies having a social profit purpose)
- BRAECKMANS, H. and ERNST, Ph., "Conflicten in vennootschappen", in *Handels-, economisch en financieel recht, Postuniversitaire Lessencyclus W. Delva 1994-95*, Gent, Mys & Breesch, 1995, 89-133. (conflicts between shareholders, directors or other stakeholders)
- "De jaarrekening in het vennootschapsrecht", in *Praktijkids voor de jaarrekening*, Antwerpen, Kluwer, losbladig, juni 1990, 32 p. (annual accounts)
- BRAECKMANS, H. and ERNST, Ph., "Persoonlijke Zekerheidsrechten : Borgtocht, Garantie, Bankgaranties op eerste verzoek, Patronaatsverklaringen, Escrow Account", in *De overeenkomst vandaag en morgen, Postuniversitaire Lessencyclus W. Delva 1989-90*, STORME, M., MERCHIERS, Y. and HERBOTS, J. (ed.), Antwerpen, Kluwer, 1990, 367-414. (personal guarantees and sureties)

IV. ARTICLES PUBLISHED IN IMPORTANT PERIODICALS OF HIGH LEVEL, WITH A REVIEW BOARD

- Ph. ERNST and C. GODFROID, « Cross-border Mergers. 10 Questions regarding mergers between EU companies (« EU Mergers») and mergers between EU and non-EU companies (« International Mergers»). BELGIUM », *www.practicallaw.com/7-502-4889*, Practical Law Publishing Limited, 2010 (in English).
- "La figure de la scission partielle en droit belge ou "la scission à la française à la belge", *Journal des Sociétés* (France), n° 39, 2007, p. 32-43 (en français). (partial demerger, restructuring)
- Ph. ERNST and L. VAN DEN EYNDEN, "Het directiecomité in de Corporate Governance-Wet. Een eerste analyse", *Tijdschrift voor Rechtspersoon en Venootschap (T.R.V.)*, 2002/8, p. 547-575. (corporate governance, management committee)
- Ph. ERNST and Y. VENNEKENS, "Het vennootschapsrecht in het jaar 2000: actuele ontwikkelingen en vooruitzichten", *Vennootschapsrecht & Fiscaliteit (V&F)*, 2000, nr. 4, p. 307-323. (company law developments)
- "Welke mogelijkheden biedt het Belgische (vennootschaps)recht om (de gevolgen van) de burgerlijke aansprakelijkheid van vennootschapsbestuurders te beperken?", *V&F*, 2000, nr. 2, p. 77-89. (directors' liability)
- "Intra-groepsverrichtingen in het vennootschapsrecht. – Een voorstel de lege ferenda, geïnspireerd op het 'Reparatievoorstel' van 1993", *V&F*, 1999/4, 197-215. (intra-group transactions; legislative proposal)
- "Belangenconflicten in naamloze vennootschappen", *Jura Falconis*, 1998-1999, nr. 2, 1 februari 1999, 291-317. (directors' and shareholders' conflict of interest)
- "Verbanden tussen het gerechtelijk akkoord, het faillissement en de vereffening van vennootschappen na 1 januari 1998", *V&F*, 1998, 186-227. (liquidation, insolvency, bankruptcy)
- "Misbruik van vennootschapsgoederen. Enkele bedenkingen vanuit het vennootschapsrecht bij de introductie van een nieuw misdrijf in het rechtspersonenrecht", *T.R.V.*, 1998, 63-95. (abuse/misuse of corporate assets)
- "Een nieuwe grondslag voor de beperkte aansprakelijkheid van de leden van een V.Z.W.: het nieuwe artikel 14, tweede lid V.Z.W.-wet (W. 25 november 1997)", *Rechtskundig Weekblad (R.W.)*, 1997-98, 1246-1252. (not-for-profit associations and liability)
- "Het tegenstrijdig belang van de enige zaakvoerder van een meerhoofdige B.V.B.A.: art. 133, § 2 Venn.W." (noot onder Antwerpen, 5 maart 1996), *T.R.V.*, 1996, p. 504-510. (directors' conflict of interest)
- "Misbruik van de rechtsvorm van een V.Z.W. Beschouwingen over de rechtspersoonlijkheid, het winstoogmerk, de commercialiteit en het vermogen van de V.Z.W.", *Tijdschrift voor Privaatrecht (T.P.R.)*, 1995, 7-78 (TPR-prijs 1995). (abuse of not-for-profit associations)
- "De herkwalficatie tot V.O.F. van een huwelijksbureau dat in de rechtsvorm van een V.Z.W. met winstoogmerk handel drijft" (noot onder Vred. Oostende, 23 november 1993), *R.W.*, 1994-95, 647-652. (abuse of not-for-profit associations)
- SCHUERMANS, L., VAN OEVELEN, A., PERSYN, C., ERNST, Ph. and SCHUERMANS, J.-L., "Overzicht van rechtspraak (1983-1992). Onrechtmatige daad. Schade en schadeloosstelling", *T.P.R.*, 1994, 851-1430 (persoonlijke bijdrage: Hoofdstuk I. Algemene vraagstukken, nrs. 1 tot en met 27.5, p. 856-1094). (tort liability and damages)
- "Het vennootschapsrecht in het jaar 2000", *Droit des Affaires/Ondernemingsrecht (D.A.O.R.)*, 1993, nr. 26 (jubileumnummer), 45-58. (company law developments)
- "Belangenconflicten in naamloze vennootschappen", *R.W.*, 1991-92, 585-607. (directors' conflict of interest)

V. NUMEROUS SMALLER ARTICLES AND PAPERS TO SEMINARS OR INDIVIDUAL LECTURES

On various subjects:

- Authorized share capital;
- Directors', Auditors' and Accountants' Liability;
- Company Mergers and Acquisitions;
- Co-Operative Companies;
- Company dissolution and liquidation;
- Capital restructuring and creditor protection;
- Reform of Bankruptcy and Bankruptcy Prevention Legislation;
- German Company Law;
- Booklet on Consolidation & group accounts;
- Stock Exchange and Investor Protection;
- "Fonds de commerce";
- Consumer Credit;
- Non-Profit Corporations;
- Social Profit Corporations;
- Commercial paper;
- Competition Law;
- Misleading Publicity;
- Share certificates issued by a Dutch "administration office";
- Criminal Liability of Corporations;
- Stock options (Company Law & Financial Law Aspects).

VI. MOST RECENT PUBLICATIONS

- Ph. ERNST, “Het nieuwe vennootschapslandschap”, in VPG (ed.), *Het nieuwe Wetboek van Vennootschappen en Verenigingen*, Mechelen, Kluwer, te verschijnen/ forthcoming, 37 p. (new corporate law)
- Ph. ERNST, “Het nieuwe vennootschapslandschap”, in *Artikelsgewijze commentaar vennootschappen & verenigingen*, te verschijnen/ forthcoming, 37 p. (new corporate law)
- Ph. ERNST, “De onafhankelijkheid van de commissaris na de audithervorming van 2016”, in E. DIRIX, R. HOUBEN and E. WYMEERSCH (ed.), *In het Vennootschapsbelang. Liber amicorum Herman Braeckmans*, Antwerpen, Intersentia, 2017, p. 147-176 (auditor independence).
- Ph. ERNST, “AUDITHERVORMING 2016 - Hervorming van de wettelijke controle bij organisaties van openbaar belang: rotatieplicht voor de commissaris”, *Accountancy & Fiscaliteit*, 6 oktober 2016, nr. 33, p. 3-7.
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VI. UPCOMING AND RECENT SEMINARS

- **“De nieuwe oprichters- en bestuurdersaansprakelijkheid”, M&D Seminars, Gent, Holiday Inn Gent Expo, 29 november 2018.**
- Voordracht over “Het nieuwe vennootschapsrecht: De geschillenregeling”, Congres UAntwerpen, 11 september 2018, Antwerpen
- Zomerse Wetsdagen M&D Seminars - Sessie 5: De NV in het nieuwe vennootschapsrecht, Leuven, 4 juli 2018
- Zomerse Wetsdagen M&D Seminars - Sessie 1: Nieuw vennootschapsrecht: Ontbinding – Vereffening – Fusie – Splitsing, Gent, 2 juli 2018
- Intersentia Studiecycclus ‘Het nieuwe vennootschapsrecht voor cijferberoepen’ te Herentals, 4 sessies periode mei – juni 2018
- Intersentia Studiecycclus ‘Het nieuwe vennootschapsrecht voor cijferberoepen’ te Kontich (Jachthoorn), 5 sessies periode januari – maart 2018
- Ph. ERNST, “De hervorming van het vennootschapsrecht”, DYZO Seminarie, 8 december 2016 te Nazareth

and

- Ph. ERNST, “De hervorming van het vennootschapsrecht”, DYZO Seminarie, 13 december 2016 te Grobbendonk
<http://www.dyzo.be/seminarie-vennootschappen>
- Ph. ERNST, “Plenaire sessie. De geplande wijzigingen in het vennootschapsrecht: een overzicht voor de practicus”, Wolters Kluwer - M&D Seminars i.s.m. LegalNews.be, 9 december 2016, te Sint-Niklaas
<http://www.mdseminars.be/nl/opleidingen/2016-12-09-themadag-vennootschapsrecht-actuele-ontwikkel.html>
- M&D Seminars Juristendagen: augustus 2015 (Brasschaat):
 - a) Raad van Bestuur: Voorkomen van conflicten; en
 - b) Raad van Bestuur: Oplossen van conflicten.
- M&D Seminars: 15 oktober 2014, 15 januari 2015 en 11 maart 2015: Raad van bestuur en gerechtelijke maatregelen
- M&D Seminars: 18 september 2012, 6 februari 2013 en 6 maart 2013: Vereffening van vennootschappen

- Lexdura, 15 december 2015 (Antwerpen, Elzenveld): Vereffening van vennootschappen
- University of Antwerp – Forum “Onderneming en Recht”, 3 maart 2015, Misbruik van de rechtsvorm van de VZW
- UGent - ARPS: Financiële rapportering en financieel management in de publieke en non-profitsector”, 3 juni 2014, “Wetsvoorstel tot wijziging V&S-wet: Nieuwe regels van openbaarmaking, informatieverstrekking en transparantie”
- UGent – Gandaius, 5 december 2013: “Bestuurdersaansprakelijkheid”
- CBR – UA, 3 december 2013: “Bestuurdersaansprakelijkheid”
- HUB – KUL – Themis, Brussels, 25 oktober 2012: Herstructureren anno 2012: recente ontwikkelingen m.b.t. fusies en splitsingen (Restructuring - mergers and demergers)
- FUCaM Mons: Les Ateliers des FUCaM, Mons, 9 december 2010: «Les sociétés holdings belges: aspects juridiques» (in French)