

# Lex & Forum Vol. 1/2023

**This post has been prepared by Prof. Paris Arvanitakis**

Corporate cross-border disputes in modern commercial world have taken on a much more complex dimension than in the early years of the EU. Issues such as the relationship between the registered and the real seat (see e.g. CJEU, 27.9.1988, Daily Mail, C-81/87), the possibility of opening a branch in another Member State (e.g. ECJ, 9.3.1999, Centros/Ehrvervs-og, C-212/97), or the safeguarding of the right of free establishment by circumventing contrary national rules not recognizing the legal capacity of certain foreign companies (CJEU, 5.11.2002, Überseering/Nordic Construction, C-208/00), which were dealt with at an early stage by the ECJ/CJEU, now seem obsolete in the face of the onslaught of new transnational corporate forms, cross-border conversions and mergers, the interdependence of groups of companies with scattered parent companies and subsidiaries, or cross-border issues of directors' liability or piercing the corporate veil, which create complex and difficult problems of substantive, procedural and private international law. These contemporary issues of corporate cross-border disputes were examined during an online conference of Lex&Forum on 23.2.2023, and are the main subject of the present issue (Focus.

In particular, the Prefatio of the issue hosts the valuable thoughts of Advocate General of the CJEU, Ms *Laila Medina*, on the human-centered character of the European Court's activity ("People-centered Justice and the European Court of Justice"), while the main issue (Focus) presents the introductory thoughts of the President of the Association of Greek Commercialists, Emeritus Professor *Evangelos Perakis*, Chair of the event, and the studies of Judge *Evangelos Hatzikos* on "Jurisdiction and Applicable Law in Cross-border Corporate Disputes", of Professor at the Aristotle University of Thessaloniki *Rigas Giannopoulos* on "Cross-border Issues of Lifting the Corporate Veil", of Dr. *Nikolaos Zaprianos* on "Directors Civil Liability towards the Legal Person and its Creditors", of Professor at the University of Thrace *Apostolos Karagounidis* on the "Corporate Duties and Liability of Multinational Business Groups for Human Rights' Violations and Environmental Harm under International and EU Law", and of Professor at the Aristotle University of Thessaloniki *George Psaroudakis*, on "Particularities of cross-border transformations after Directive (EU) 2019/2121".

The case law section of the issue presents the judgments of the CJEU, 7.4.2022, V.A./V.P., on subsidiary jurisdiction under Regulation 650/2012 (comment by *G.-A. Georgiades*), and CJEU, 10.2.2022, Share Wood, on the inclusion of a contract of soil lease and cultivation within the Article 6 § 4 c of Rome II Regulation (comment by *N. Zaprianos*). The present issue also includes judgments of national courts, among which the Cour d' Appel Paris no 14/20 and OLG München 6U 5042/2019, on the adoption of anti-suit injunctions by European courts in order to prevent a contrary anti-suit injunction by US courts (comment by *S. Karameros*), are included, as well as the decision of the Italian CassCivile, Sez.Unite n. 38162/22, on the non-recognition of a foreign judgment establishing parental rights of a child born through surrogacy on the grounds of an offence against public policy (comment by *I. Valmantonis*), as well as the domestic decisions of Thessaloniki Court of First Instance 1201/2022 & 820/2022 on jurisdiction and applicable law in a paternity infringement action (comment by *I. Pisina*). The issue concludes with the study of the doctoral candidate Ms. *Irini Tsikrika*, on the applicable law on a claim for damages for breach of an exclusive choice-of-court agreement, and the presentation of practical issues in European payment order matters, edited by the Judge Ms. *Eleni Tzounakou*.