The Netherlands: company law - resolving shareholder disputes

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The Netherlands: Company Law—Resolving Shareholder Disputes

Dutch corporate law—amendment—revised statutory shareholder dispute resolution proceedings—in force on 1 January 2025—Enterprise Chamber jurisdiction—sole fact-finding court for shareholder dispute resolution proceedings—appeal removed—only cassation at Supreme Court allowed—procedural efficiency—Enterprise Chamber empowered to hear shareholder dispute and corporate inquiry proceedings jointly—forced exit mechanism—scope of conduct—admissibility criteria—amended for corporate inquiry proceedings concerning listed companies with issued share capital of EUR 22.5 million or less—threshold for listed companies (small)—shareholders or depositary receipt holders may request inquiry if representing at least 1% of issued share capital or market value of EUR 20 million—threshold for other listed companies—policy objective—overall effect

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Changes to the Dutch statutory shareholder dispute resolution proceedings and corporate inquiry proceedings

Dutch corporate law has been amended. The revised statutory shareholder dispute resolution proceedings has entered into force on 1 January 2025. It contains a mechanism for resolving disputes among shareholders in Dutch companies, specifically by offering a forced exit. The aim is to improve the effectiveness of statutory shareholder dispute resolution proceedings.

The key changes are:

The Enterprise Chamber of the Amsterdam Court of Appeal has been given jurisdiction as the sole fact-finding court for these proceedings, thus appeal is not possible anymore, only cassation at the Supreme Court. It is aimed for to make the proceedings more straightforward and faster. Furthermore, this means the Enterprise Chamber can now hear shareholder dispute resolution proceedings and corporate inquiry proceedings jointly.

Moreover, in assessing a request by one or more shareholders for another shareholder's forced exit, the Enterprise Chamber is now able to consider a shareholder's conduct not just in its capacity as shareholder, but also in other capacities. In cases involving an exit by a shareholder through a forced acquisition of its shares by another shareholde, this was already posible. Thus, both ways of exit allow now for considering other shareholders' capacities.

The new rules also amended the admissibility criteria for corporate inquiry proceedings with regard to listed companies with an issued share capital of EUR 22.5 million or less. Shareholders or holders of depositary receipts in such listed companies can now request a corporate inquiry if they represent at least 1% of the issued share capital or a stock market value of EUR 20 million. For other listed companies, these rules were already applicable.

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