COURSE DESCRIPTION

Academic year: 2026/2027	
University: Comenius University Bratislava	
Faculty: Faculty of Law	
Course ID: PraF.KOPHP/ENm17-3132/26	**Course title:** European company law
Educational activities: **Type of activities:** lecture / seminar **Number of hours:** **per week:** 1 / 2 **per level/semester:** 13 / 26 **Form of the course:** on-site learning	
Number of credits: 3	
Recommended semester: 1.	
Educational level: II.	
Prerequisites:	
Course requirements: Continuous assessment: 100% (active participation in seminars or written assignments during the seminar or presentation of case studies (40%); preparation of the final case study (60%)) Final assessment: Gradind scale: A/1 = 91 – 100 %; B/1,5 = 81 – 90 %; C/2 = 73 – 80 %; D/2,5 = 66 – 72 %; E/3 = 60 – 65 %; FX = 0 – 59 %. The subject is partially examined using unannotated legal regulations according to the lecturer's instructions. Scale of assessment (preliminary/final): 100/0 Scale of assessment (preliminary/final): 100/0	
Learning outcomes: The course European Company Law provides students with a comprehensive understanding of the regulation of companies within the EU legal framework, focusing on the harmonization of company law. Students will become familiar with key aspects such as corporate governance, the duties of statutory bodies, shareholders' rights, capital protection, and the division of company resources, while also analysing mergers, acquisitions, and cross-border transformations. The course emphasizes the role of EU directives and regulations in shaping national company law and the functioning of companies in the internal market, this also applies in the context of relevant key decisions of the CJEU. At the same time, it also refers to solutions contained in the European Model Company Act (EMCA). Through case studies and real-world legal situations, students gain practical knowledge of decision-making processes within companies and regulatory compliance in the integrated European market. The course promotes critical thinking and discussion on the impact of EU law on business, sustainability, and economic integration. By providing both theoretical and practical knowledge, the course prepares students for careers in law, consulting, and policymaking. Finally, the course strengthens students' ability to navigate complex legal challenges in the globalized business environment while promoting the values and legal principles of the EU. Knowledge:	

The student is able to explain the principles of company regulation within the EU legal framework and analyse the process of harmonizing company law at the EU and national levels. The student masters key concepts and principles of EU corporate law, including corporate governance, the duties of statutory bodies, shareholders' rights, legal capital, and the distribution of assets. The student is capable of characterizing and comparing various types of companies within the EU context, as well as analysing cross-border operations of companies, including mergers, acquisitions and transformations.
Skills:
The student can address both theoretical and practical problems in European company law and apply them when analysing legal regulations and EU case law. The student is able to analyse decision-making processes in companies and propose optimal solutions, taking into account EU legal requirements.
Responsibility and Independence:
The student can independently identify and analyse legal problems in the area of European company law and formulate appropriate solutions. The student is able to argue and defend their legal opinions in both academic and practical environments. The student can effectively communicate and present their findings, whether in written submissions or oral interactions. The student independently processes complex case studies and analyses them in accordance with EU law concepts.

Class syllabus:
1. European Company Law
2. Company/Corporation
3. Management structure and directors' duties and liabilities
4. Role of Shareholders in Companies
5. Capital Doctrine
6. Accounting / financial statements / distribution of assets
7. Mergers and Acquisitions
8. Process of merger / acquisition
9. Cross-border conversions
10. Case studies
11. Developing the skills needed for written submissions and oral interaction
12. Honing students' oral interaction with teachers and classmates
13. Preparation of final assignment - case study

Recommended literature:
1. DE LUCA: European Company Law. 2nd edition, Cambridge University Press, 2021.
2. FERRAN: Company Law and Corporate Finance, Oxford University Press, 1999.
3. SIEMS – CABRELLI (edited): Comparative Company Law: A Case-Based Approach. 2nd edition, Hart Publishing, 2018.
4. FERRAN – CHAN HO: Principles Corporate Finance.2nd edition. Oxford University Press, 2014.
5. KRAAKMAN – ARMOUR – DAVIES – ENRIQUES – HANSMANN – HERTIG – HOPT – KANDA – PARGENDLER – RINGE – ROCK: The Anatomy of Corporate Law: A Comparative and Functional Approach. 3rd Edition, Oxford University Press, 2017.
6. DAVIES –WORTHINGTON – HARE: Principles of Modern Company Law. 11thedition, Sweet & Maxwell, 2021.
7. HANNIGAN: Company Law. 6th Edition, Oxford University Press, 2021.
8. DORRESTEIJN –TEICHMANN – WERLAUFF – MONTEIRO – POCHER: European Corporate Law (European Company Law Series). 3rd edition, Kluwer Law International, 2017.
9. VICARI – SCHALL: Company Laws of the EU: A Handbook. Beck/Hart, 2020.

10. VICARI: European Company Law. De Gruyter, 2021.
11. European Model Company Act (EMCA).

Languages necessary to complete the course:
english

Notes:

Past grade distribution
Total number of evaluated students: 0

A	ABS	B	C	D	E	FX
0,0	0,0	0,0	0,0	0,0	0,0	0,0

Lecturers: JUDr. Barbora Grambličková, PhD., LL.M., doc. Dr. Angelika Mašurová, PhD., prof. JUDr. Mária Patakyová, CSc., Mgr. Ľubica Kubíková

Last change: 19.03.2026

Approved by: prof. Mgr. Miroslav Lysý, PhD.