UNIVERSITÀ
DEGLI STUDI DI MILANO-BICOCCA

COURSE SYLLABUS

Taxation of Cross Border Reorganization

2425-2-FSG01A016-FSG01A023M

Learning objectives

This part of the course on the taxation of transnational reorganizations aims to provide students with a knowledge and understanding of the tax dynamics that influence the mobility and reorganization of corporations and groups between different Countries of the European Union (as well as outside the EU).

Students, after having learned the basic notions of tax residency of entities, permanent establishment vs. subsidiaries and the taxation of cross border business income, will have to become familiar with the particular tax rules provided by European Union law (also implemented by Italy) which govern the mobility of companies within the borders of the Union (both through transfers of seats and through reorganizations) and with the rules applicable to the same non-EU transactions. Fundamental freedoms and anti-abuse rules will also be studied.

From a practical perspective, students, after having taken the course, will be able to solve the technical-legal problems posed by the current tax legislation on the mobility of corporations and cross-border corporate reorganizations. After the degree, students will be able to actively participate in business decisions relating to the restructuring and relocation of corporate groups, with full knowledge of the related tax consequences.

Contents

The course deals with the notions of corporate tax residency and permanent establishment, the main rules related to the taxation of cross-border business income; tax aspects of transfers of seat and cross border reorganizations. The most important tax rules aimed at attracting foreign companies and the tax dynamics of the digital economy will also be studied.

Detailed program

Summary of corporate taxation and the international tax regime; tax residency of corporations; permanent establishment; the taxation of cross-border business income; fundamental freedoms; tax issues related to cross-border reorganization; tax aspects of the following reorganizations: inbound transfer of seat; outbound transfer of seat; assets for stock cross-border transaction; cross border merger and divisions; cross border stock for stock transactions; anti-avoidance rules; tax rules aimed at attracting foreign companies; new tax dynamics of the mobility of companies in the digital era.

Prerequisites

In order to better understand the subject, it is recommended a basic legal and economic knowledge, specifically regardingthe sources of law, enterprise organization law and EU law. The knowledge of basic tax law, although not required, might facilitate the preparation for the exam.

Teaching methods

- 1 lesson with the other professor of the class, in order to explain the functioning of the class;
- 8 frontal lessons (lectures and practical training on selected cases, focusing on cases of the Italian Supreme Court and of the EU Court of Justice, and on tax rulings);
- 2 remote lessons.

Assessment methods

Oral exam about the facts, principles, and issues of discussed earlier in the course and also based on the textbooks.
Possibility to take a written exam in the first exam date after the end of the course.

Textbooks and Reading Materials

F. TESAURO, Istituzioni di diritto tributario, Parte speciale, ultima edizione (capitoli: 1.1, 1.2, 3.1, 4, 5, 11, 12).
AA.VV., La fiscalità delle operazioni straordinarie, Giappichelli, Torino, 2019 (o edizione successive, se pubblicata in tempo), solo cap. 11 (Le riorganizzazioni transnazionali).

Sustainable Development Goals

INDUSTRY, INNOVATION AND INFRASTRUCTURE