UNIVERSITÀ
DEGLI STUDI DI MILANO-BICOCCA

SYLLABUS DEL CORSO

Fiscalità delle Riorganizzazioni Transnazionali

2526-2-FSG01A016-FSG01A023M

Learning objectives

1. Knowledge
   The student will acquire an in-depth understanding of the tax dynamics governing the mobility and transnational reorganizations of corporate groups, with particular attention to European Union member states (and, to a lesser extent, non-EU countries). Specifically, the student will understand:

- the tax regulations related to corporate tax residency, permanent establishment (versus controlled companies), and cross-border business income taxation;
- the specific tax rules of the European Union, including those implemented in Italian law, that govern corporate mobility, both through the transfer of registered office and through extraordinary transactions;
- an overview of the tax framework applicable to non-EU operations;
- the context of EU fundamental freedoms and anti-abuse rules influencing corporate mobility.

2. Skills
   By the end of the module, the student will be able to:

- analyze and interpret the main legal provisions governing corporate mobility in an international context;
- apply theoretical knowledge to practical cases of transnational reorganization and solve related legal and technical issues;
- identify and assess the tax implications of cross-border corporate reorganizations, particularly concerning the transfer of registered offices and extraordinary transactions;
- develop legal solutions for addressing the fiscal issues arising from corporate mobility.

3. Judgment Autonomy
   The student will be able to:

- critically evaluate fiscal decisions in contexts of corporate mobility, particularly with respect to EU fundamental freedoms and anti-abuse rules;
- formulate an informed judgment on the practical application of transnational tax regulations, considering

both direct and indirect effects of corporate reorganizations.

4. Communication Skills
   The student will be able to:

- communicate clearly and competently the legal and fiscal aspects of corporate mobility, using appropriate technical language that is comprehensible in both academic and professional contexts;
- discuss and argue with industry experts the most suitable fiscal solutions for transnational reorganizations, supporting their positions with solid legal analysis and reasoning.

5. Learning Skills
   The student will be able to:

- independently explore regulatory and jurisprudential developments related to corporate reorganization taxation, with particular focus on EU legislation and the practical implications of Italian tax rules;
- adapt their knowledge to the new challenges and issues that may arise in the future concerning international corporate mobility.

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