

Dagordningspunkt 12

Status Omorganisation

Efter det att nu en filial till Stadshus AB är registrerad i Belgien kan arbetet med flytten av verksamheten gå igång på riktigt.

Följande punkter arbetas nu av i samarbete med pwc. Nästa möte med pwc äger rum den 12 september och då kommer också en tidsplan för dessa delmoment att kunna fastställas.

Viktigt är att vi får ett styrelsebeslut från AB Gothenburg European Office om flytten av verksamheten. PWC tar fram underlag för vad som måste stå i det beslutet utifrån belgisk rätt.

Arbetssteg:

1. HR Law Services

- drafting notification letter towards the employees in which the transfer from Gothenburg AB to Stadshus AB is announced;
- drafting an addendum to the employment agreements of the employees in which the transfer is agreed upon between 2 parties;
- registration of Stadshus AB with the social security authorities (National Social Security Office, work accident insurance, child benefit fund, external service for prevention and protection) as well as tax authorities, including input in our internal payroll system + new Dimona declarations;
- de-registration of Gothenburg AB from these authorities + Dimona out of service;
- switch of the affiliation with Edenred (luncheon voucher provider) from Gothenburg AB to Stadshus AB;
- registration of the current work regulations in the name of Stadshus AB;
- switch of the group insurance from Gothenburg AB to Stadshus AB. This concerns in first instance a call with AXA to discuss the transfer and way forward. According to our pension specialist (Pieter Gillemon) as well as experience with other insurance companies, this should be possible by concluding some annexes to the current insurance plan. He, however, indicated that AXA might have other requirements also and as such a first call with them is needed to discuss the way forward. Only after that call we can look into the further details and discuss the steps to be taken + fees.
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2. Corporate Legal services

2.1 Closure of the Belgian branch of Gothenburg European Office AB

We understand that after the transfer of all assets and liabilities to the Belgian branch of Stadshus AB, the existing Belgian branch of Gothenburg European Office AB will be closed.

- drafting of the resolutions regarding the closure of the Belgian branch;
- assistance with the translation of the documents;
- drafting of the publication form I based upon (i) the translated decision of the board;
- filing of the publication forms (after signature by the legal representative or proxy holder) at the local Court Registry;
- cancellation of the registration of the Belgian branch with the Crossroads Bank for Enterprises;
- cancellation of the registration of the Belgian branch with the local VAT-office.

2.2 Transfer agreements

2.3 Obtaining approval of the contracting parties