



Going Dutch

Doing business in the
Netherlands



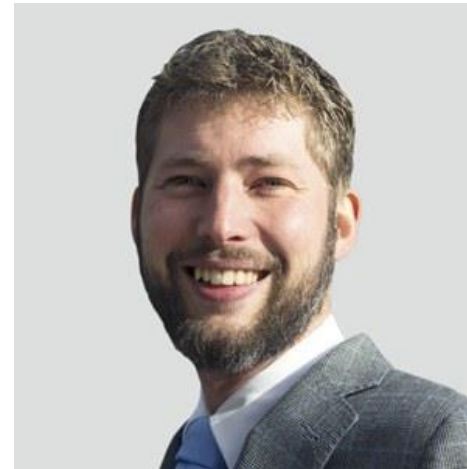


STIP
MEER DAN ADVOCATUUR

E: Poot@stiplaw.nl
T: +31 10 - 800 15 65
F: +31 84 - 873 37 05
W: www.stiplaw.nl

<https://www.linkedin.com/in/gtpoot/>

Weena 505
3013 AL Rotterdam
The Netherlands



mr. G.T. (Gert) Poot LL.M,
attorney-at-law



Doing business in the Netherlands

1. Business in the Netherlands, why and how?
2. Types of businesses
3. The holding
4. Letterbox companies



A business in the Netherlands?

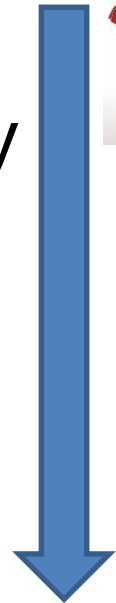
There are many options:

1. Do business with the Czech company
2. Representative office
3. Branch office
4. Subsidiary (= daughter company)
5. New (stand-alone) Dutch company

A business in the Netherlands?

There are many options:

1. Do business with the Czech company
2. Representative office
3. Branch office
4. Subsidiary (= daughter company)
5. New (stand-alone) Dutch company



1. **Do business with the Czech company**
2. Representative office
3. Branch office
4. Subsidiary (= daughter company)
5. New (stand-alone) Dutch company



S T I P
MEER DAN ADVOCATUUR

Keep everything as it is

- ...And do business from Czech republic.
- Not always establishment needed.
- After all: we are still Europe



A business in the Netherlands?

1. Increase sales
2. New markets?
3. Explore new trade options
4. Diversify your business
5. Greater access to talent
6. Gain competitive advantage
7. Advantage over local Dutch markets
8. Cost savings
9. Tax reasons ...

1. Do business with the Czech company
2. **Representative office**
3. **Branch office**
4. Subsidiary (= daughter company)
5. New (stand-alone) Dutch company



S T I P
MEER DAN ADVOCATUUR

Branch office

- Not a separate Dutch legal entity, but part of a Czech company
- ➔ Czech company fully liable
- Commercial
- Lower costs
- Tax and accounting

1. Do business with the Czech company
2. **Representative office**
3. **Branch office**
4. Subsidiary (= daughter company)
5. New (stand-alone) Dutch company



Representative office

- Little brother of the branch office
- Marketing and representation in the Netherlands

1. Do business with the Czech company
2. Representative office
3. Branch office
4. **Subsidiary (= daughter company)**
5. **New (stand-alone) Dutch company**



STIP
MEER DAN ADVOCATUUR

Subsidiary or (stand-alone) Dutch company

- Both are 100% Dutch
- Advantages:
 - Liability
 - Commercial presence
 - More independent



(also Advantages and disadvantages with regard to tax)

1. Do business with the Czech company
2. Representative office
3. Branch office
4. **Subsidiary (= daughter company)**
5. **New (stand-alone) Dutch company**



STIP
MEER DAN ADVOCATUUR

Subsidiary or (stand-alone) Dutch company

- Disadvantages:
 - more complicated to set up
 - more expensive to set up



1. Do business with the Czech company
2. Representative office
3. Branch office
4. **Subsidiary (= daughter company)**
5. **New (stand-alone) Dutch company**



STIP
MEER DAN ADVOCATUUR

Subsidiary or (stand-alone) Dutch company

- mostly a private limited liability company (BV)



- .. but we have many options here



Types of businesses

With or without legal personality?



Without legal personality

- Eenmanszaak (*solo proprietorship*, **osvč**)
- Vennootschap onder firma (*partnership*)
- Maatschap (*partnership*)
- Commanditaire vennootschap (*limited partnership*)

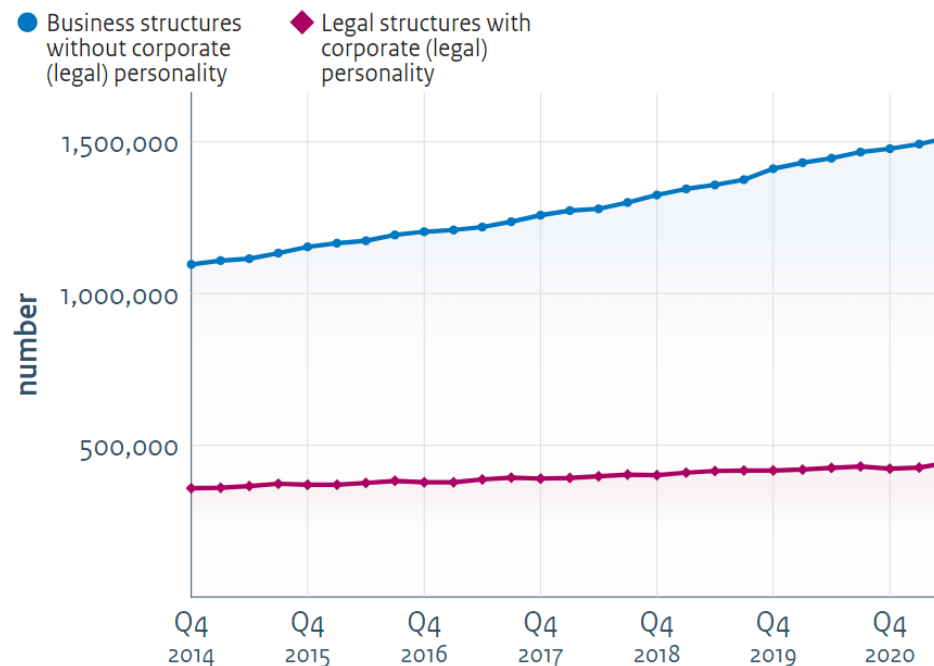
Types of businesses

With legal personality

- Besloten vennootschap (*private limited company, s.r.o.*)
- Naamloze vennootschap (*public limited company, a.s.*)
- Vereniging (*association*)
- Coöperatie en onderlinge waarborgmaatschappij (*mutual assurance association*)
- Stichting (*foundation*)
- Foreign types such as Limited Liability Partnership (LLP)

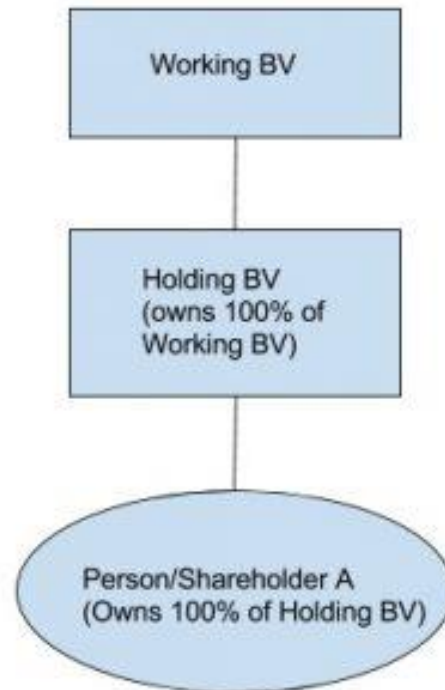
What the Dutch do: types of businesses

- With legal personality → mostly besloten vennootschap (*private limited company, s.r.o.*)
- Without legal personality → mostly eenmanszaak (*solo proprietorship, osvč*)



What the Dutch do → the holding

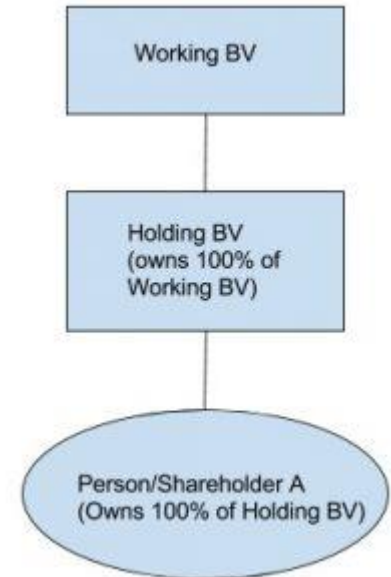
- ‘één BV is géén BV’ (*one BV is not a BV*)
- Very common to have a personal holding



What the Dutch do → the holding

Advantages of a holding

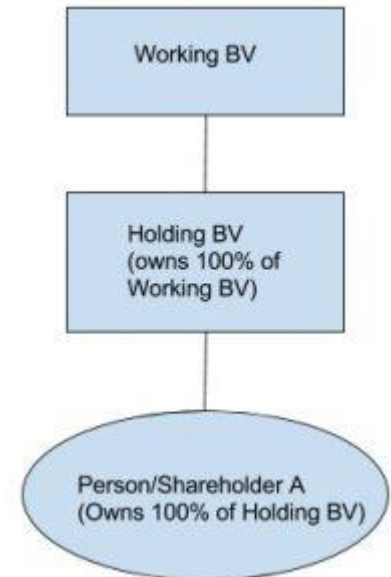
- Tax → '*Deelnemingsvrijstelling*'
- Selling the working BV (The Holding is selling)
- The holding as a piggy bank (reinvestment)



Deelnemingsvrijstelling international

Tax possibilities

- Tax haven?



Letterbox companies

- Not a legal term (!)
- Examples of a Czech Companies situated in the Netherlands

Fortuna Entertainment Group N.V
Strawinskylaan 1223, Amsterdam





STIP
MEER DAN ADVOCATUUR



Q&A



The End