

The main theme for discussion at the 2nd TP Experts Meeting will be:

**Business reorganisations and business models involving
commissionnaires arrangements / stripped buy-and-sell structures
as well as toll-manufacturing / contract manufacturing**

May 24th, 2004

9:00 - 9:15 Welcome - Opening remarks

9:15 - 9:30 Overview by the Secretariat of current issues dealt with in the CTPA

**9:30 - 11:30 Tax and non tax aspects of business reorganisations / business
models relating to commissionnaires, toll manufacture and contract
manufacturing: general overview of the business perspective**

- **"Why business are moving to the centralised business model"**
20-30 minutes presentation to cover: the development of business models (the internal and external drivers for changing to the centralised business model), how the central business model works, advantages and issues; general role of tax considerations to the choice of business model
Huib Brouwer
- **"Contract manufacturing as an economic business model"**
20-30 minutes presentation to cover the economics and remuneration fundamentals of contract manufacturing as a business model
Monica Boos and Helen Gerard
- **General discussion**

11:30 -12:30 Dependent agent PEs

- Presentation by Secretariat
- Followed by general discussion

12:30- 14:00 Lunch break

14:00 - 15: 30 Case study: “From distributor to commissionaire/stripped buy-sell structures: conversion issues” . Risk shifting and transfers of intangibles.

The presentation will highlight the features of commissionaire and stripped buy-sell structures. It will also discuss the main issues involved in the conversion from "traditional" distribution structures to commissionaire/stripped buy-sell structures, with a particular focus on indemnification payments and arm's length remuneration.

- 20 minute presentation by Gianni De Robertis
- Followed by general discussion

15: 30 - 17:00 Case study: “Relocation of Manufacturing Capacity: termination costs”

Among the topics presented will be re-charge of termination costs; alleged creation of goodwill from the generation of new profit potential (US and general approaches); mitigation of adverse consequences, including ex ante contracts

- 20 minute presentation by Isabel Verlinden and Michael Durst
- Followed by general discussion

17:00 - 17:45 Other issues

- Update on WP6 agenda
- Any issue participants want to raise

17:45 - 18:00 Next steps / closing remarks