

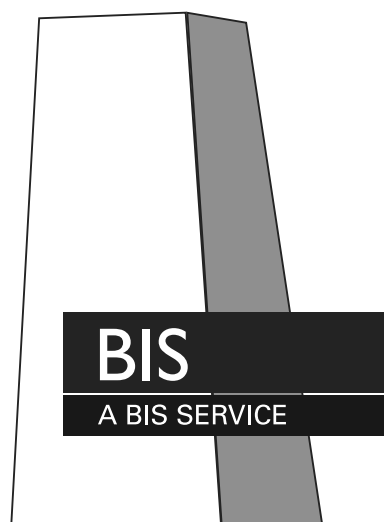
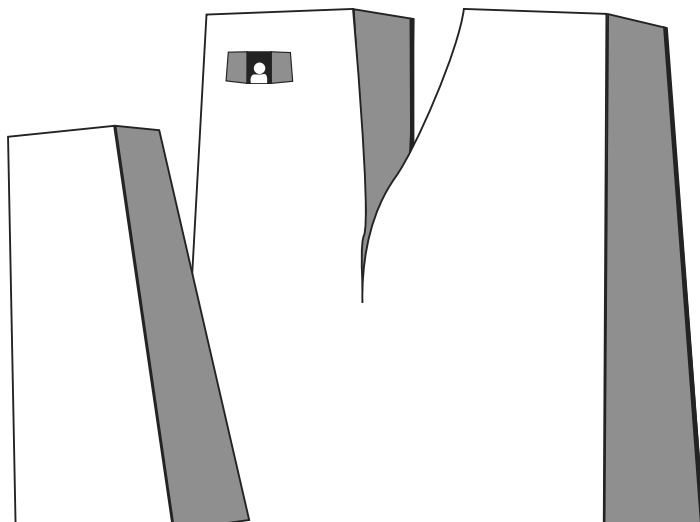
Companies Act 2006



Companies House
— for the record —

cross border mergers

GPO7- May 2010



BIS

A BIS SERVICE

This guidance is available in alternative formats which include Braille, large print and audio tape. For further details please see our website – www.companieshouse.gov.uk or email our enquiries section at enquiries@companieshouse.gov.uk or telephone our contact centre on 0303 1234 500.

Is this guidance for you?

This guide will be relevant to you if:

- you are a director of a merging company and looking for basic guidance on filing requirements.

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Introduction

This guide answers many frequently asked questions and provides information on completing the most commonly used filings relating to this area. The guide is not drafted with unusual or complex transactions in mind. Specialist professional advice may be needed in those circumstances.

This is a guide only and should be read with the relevant legislation, the Companies (Cross-Border Mergers) Regulations 2007.

This guidance only refers to the procedures that need to be completed in relation to the Registrar of Companies at Companies House. It does not cover other requirements as set out in the relevant legislation (which includes contact with the court and other internal obligations that a company will need to carry out). We recommend seeking advice from a solicitor when considering a cross-border merger.

For more detailed guidance on the cross-border merger regulations, please see the BIS guidance note which can be found at www.berr.gov.uk/bbf/eu-company-law/directives/page19528.html.

Chapter 1

Companies House procedures for a cross-border merger

1. What do I have to file at Companies House?

The directors of a UK merging company must deliver to the Registrar:

- A copy of the draft terms of merger
- A copy of any court order summoning a meeting of members or creditors made under regulation 11 of the Companies (Cross-Border Mergers) Regulations 2007
- A completed cross-border mergers form CB01.

These documents must be delivered to the Registrar at least 2 months before the first meeting of the members (for England and Wales the Cardiff office; for Scotland the Edinburgh office; for Northern Ireland the Belfast office).

2. What information is needed on the cross-border mergers form?

The cross-border merger form asks for a number of details which will have to be completed for *each* merging company. These are:

- full company name
- registered number
- registered office address
- legal form and law by which the company is governed, and
- name of the member state, and the name and address of the registry where company documents are filed

3. Is there a fee for filing the cross-border mergers form?

There is no fee payable for registration of this form.

4. In which language does the form need to be filed?

The form must be completed in English

5. Where can I obtain a cross-border mergers form?

The cross-border mergers form CB01 is available on our website at www.companieshouse.gov.uk

6. What happens to the documents sent to the Registrar?

The Registrar will publish notice of the receipt of the documents in the national Gazette and make the documents available to the public on the companies register.

7. What contact will the UK merging company have with Companies House next?

When the company has completed all the relevant procedures, the next document to be delivered to the Registrar will be a court order.

Where the court order is made in a UK court (in England and Wales the High Court, in Scotland the Court of Sessions and in Northern Ireland the High Court) approving the completion of a merger, every UK company involved in a merger must deliver a copy of the court order to the Registrar. The court order must be delivered to Companies House no more than 7 days after the date on which it was made.

Where an order is made by a 'competent authority' of another Member State approving the completion of a cross-border merger, every UK company involved in the merger must deliver a copy of the order to the Registrar for registration not more than 14 days after the date on which it was made. Any order in a foreign language must be accompanied by a certified translation.

8. What will Companies House do when it receives a court order?

When a court order approving the completion of a merger is received, the Registrar will:

- For each company from another Member State which is being dissolved as part of the merger, inform the relevant registry of the merger (if it is a UK court order)
- For a UK company which is being dissolved as part of the merger, strike the name from the UK register and place a note on the public register stating that a merger had taken place.

9. Can I deal direct with Companies House to form a cross-border merger?

Yes, for UK companies involved in a cross-border merger Companies House will be happy to help. However, while our staff can give you guidance on general matters (such as filling in forms), they cannot advise on the suitability of a cross-border merger for your company and cannot give any guidance except on the completion of the statutory forms.

If you are unsure about any aspect of forming a cross-border merger, please seek professional advice from a solicitor.

Chapter 2 Further Information

1. How do I send information to Companies House?

You may deliver documents to the Registrar by hand (personally or by courier), including outside office hours, bank holidays and weekends to Cardiff, London, Belfast and Edinburgh.

You may also send documents by post, by the Document Exchange service (DX) or by Legal Post (LP) in Scotland. If you send documents, please address them to:

For England & Wales:	For Scotland:	For Northern Ireland:
The Registrar of Companies Companies House Crown Way Cardiff CF14 3UZ DX33050 Cardiff 1	The Registrar of Companies Companies House Fourth Floor Edinburgh Quay 2 139 Fountainbridge Edinburgh EH3 9FF DX ED235 Edinburgh 1 LP – 4 Edinburgh 2	The Registrar of Companies Companies House Second Floor The Linenhall 32-38 Linenhall Street Belfast Northern Ireland BT2 8BG DX 481 N.R. Belfast 1

If you are sending documents by post, courier or Document Exchange (DX) and would like a receipt, Companies House will provide an acknowledgement if you enclose a copy of your covering letter with a pre-paid addressed return envelope. We will barcode your copy letter with the date of receipt and return it to you in the envelope provided.

Please note: an acknowledgement of receipt does not mean that a document has been accepted for registration at Companies House.

Please note: Companies House does not accept statutory documents by fax.

how to contact us

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contact centre: **0303 1234 500**

(For training and quality purposes your call may be monitored)

mini-com: 029 2038 1245

enquiries@companieshouse.gov.uk

www.companieshouse.gov.uk

- Cardiff:** Companies House
Crown Way, Cardiff CF14 3UZ
- Edinburgh:** Companies House
Fourth Floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, EH3 9FF
- London:** Companies House
21 Bloomsbury Street, London, WC1B 3XD
- Belfast:** Companies House,
Second Floor, The Linenhall,
32-38 Linenhall Street, Belfast, BT2 8BG

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