
STATUTORY INSTRUMENTS

2011 No. 1606

COMPANIES

**The Companies (Reporting Requirements
in Mergers and Divisions) Regulations 2011**

<i>Made</i>	- - - -	<i>25th June 2011</i>
<i>Laid before Parliament</i>		<i>1st July 2011</i>
<i>Coming into force</i>		<i>1st August 2011</i>

**THE COMPANIES (REPORTING REQUIREMENTS IN
MERGERS AND DIVISIONS) REGULATIONS 2011**

PART 1

INTRODUCTORY

1. Citation, commencement and application

PART 2

AMENDMENTS TO PART 17 OF THE COMPANIES ACT 2006

2. Public company: valuation of non-cash consideration for shares: exceptions

PART 3

AMENDMENTS TO PART 27 OF THE COMPANIES ACT 2006

3. The Companies Act 2006 is amended as set out in...
4. Relationship of Part 27 to Part 26
5. Publication of draft terms (merger)
6. After section 906 insert— Publication of draft terms on company...
7. Directors' explanatory report (merger)
8. Expert's report (merger)
9. Supplementary accounting statement (merger)
10. Inspection of documents (merger)
11. After section 911 insert— Publication of documents on company website...
12. Report on material changes of assets etc (merger)
13. Approval of articles of new transferee company (merger)

Status: This is the original version (as it was originally made).

14. Reports and inspection not required if minority shareholders have right to sell out (merger)
15. Circumstances in which meeting of members of transferee company not required (merger)
16. Circumstances in which no meetings required (merger)
17. Other circumstances in which meeting of members of transferee company not required (merger)
18. Agreement to dispense with report (merger)
19. Publication of draft terms (division)
20. After section 921 insert— Publication of draft terms on company...
21. Directors' explanatory report (division)
22. Expert's report (division)
23. Supplementary accounting statement (division)
24. Inspection of documents (division)
25. After section 926 insert— Publication of documents on company website...
26. Report on material changes of assets of transferor company (division)
27. Circumstances in which meeting of members of transferor company not required (division)
28. Circumstances in which meeting of members of transferee company not required (division)
29. Certain requirements excluded where shareholders given proportional rights (division)
30. Power of court to exclude certain requirements (division)
31. Disruption of websites

PART 4

AMENDMENTS TO COMPANIES (CROSS-BORDER MERGERS) REGULATIONS 2007

32. Amendment to Companies (Cross-Border Mergers) Regulations 2007
33. In regulation 6 (court approval of pre-merger requirements), after paragraph...
34. In regulation 9 (independent expert's report), for paragraph (1)(b) substitute —...
35. After regulation 9 insert— Circumstances in which independent expert's report...
36. In regulation 12 (public notice of receipt of registered documents),...
37. After regulation 12 insert— Publication of draft terms of merger...
38. (1) Regulation 13 (approval of members in meeting) is amended...
Signature
Explanatory Note