

Directive (EU) 2017/1132 of the European Parliament and  
of the Council of 14 June 2017 relating to certain aspects  
of company law (codification) (Text with EEA relevance)

TITLE II

[<sup>F1</sup>CONVERSIONS, MERGERS AND DIVISIONS  
OF LIMITED LIABILITY COMPANIES]

CHAPTER II

*Cross-border mergers of limited liability companies*

*Article 131*

**Consequences of a cross-border merger**

[<sup>F1</sup> A cross-border merger carried out as laid down in subpoints (a), (c) and (d) of point (2) of Article 119 shall, from the date referred to in Article 129, have the following consequences:

- a all the assets and liabilities of the company being acquired, including all contracts, credits, rights and obligations, shall be transferred to the acquiring company;
- b the members of the company being acquired shall become members of the acquiring company, unless they have disposed of their shares as referred to in Article 126a(1);
- c the company being acquired shall cease to exist.]

2 A cross-border merger carried out as laid down in subpoint (b) of point 2 Article 119 shall, from the date referred to in Article 129, have the following consequences:

- [<sup>F1</sup>a all the assets and liabilities of the merging companies, including all contracts, credits, rights and obligations, shall be transferred to the new company;
- b the members of the merging companies shall become members of the new company, unless they have disposed of their shares as referred to in Article 126a(1);]
  - c the merging companies shall cease to exist.

3 Where, in the case of a cross-border merger of companies covered by this Chapter, the laws of the Member States require the completion of special formalities before the transfer of certain assets, rights and obligations by the merging companies becomes effective against third parties, those formalities shall be carried out by the company resulting from the cross-border merger.

4 The rights and obligations of the merging companies arising from contracts of employment or from employment relationships and existing at the date on which the cross-border merger takes effect shall, by reason of that cross-border merger taking effect, be transferred to the company resulting from the cross-border merger on the date on which the cross-border merger takes effect.

5 No shares in the acquiring company shall be exchanged for shares in the company being acquired held either:

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- a by the acquiring company itself or through a person acting in his or her own name but on its behalf;
- b by the company being acquired itself or through a person acting in his or her own name but on its behalf.

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**Textual Amendments**

- F1** Substituted by [Directive \(EU\) 2019/2121 of the European Parliament and of the Council of 27 November 2019 amending Directive \(EU\) 2017/1132 as regards cross-border conversions, mergers and divisions \(Text with EEA relevance\)](#).