

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

**MERGERS AND DIVISIONS OF LIMITED LIABILITY COMPANIES**

CHAPTER III

*Divisions of public limited liability companies*

Section 2

***Division by acquisition***

Article 151

**Consequences of a division**

- 1 A division shall have the following consequences *ipso jure* and simultaneously:
  - a the transfer, both as between the company being divided and the recipient companies and as regards third parties, to each of the recipient companies of all the assets and liabilities of the company being divided; such transfer shall take effect with the assets and liabilities being divided in accordance with the allocation laid down in the draft terms of division or in Article 137(3);
  - b the shareholders of the company being divided become shareholders of one or more of the recipient companies in accordance with the allocation laid down in the draft terms of division;
  - c the company being divided ceases to exist.
- 2 No shares in a recipient company shall be exchanged for shares held in the company being divided either:
  - a by that recipient company itself or by a person acting in his own name but on its behalf;  
or
  - b by the company being divided itself or by a person acting in his own name but on its behalf.
- 3 The foregoing shall not affect the laws of Member States which require the completion of special formalities for the transfer of certain assets, rights and obligations by a company being divided to be effective as against third parties. The recipient company or companies to which such assets, rights or obligations are transferred in accordance with the draft terms of division or with Article 137(3) may carry out those formalities themselves; however, the laws of Member States may permit a company being divided to continue to carry out those formalities for a limited period which may not, save in exceptional circumstances, be fixed at more than six months from the date on which the division takes effect.