

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

[^{F1}CONVERSIONS, MERGERS AND DIVISIONS OF LIMITED LIABILITY COMPANIES]

[^{F1}CHAPTER -I

Cross-border conversions

[^{F1}Article 86a

Scope

1 This Chapter shall apply to conversions of limited liability companies formed in accordance with the law of a Member State and having their registered office, central administration or principal place of business within the Union, into limited liability companies governed by the law of another Member State.

2 This Chapter shall not apply to cross-border conversions involving a company the object of which is the collective investment of capital provided by the public, which operates on the principle of risk-spreading and the units of which are, at the holders' request, repurchased or redeemed, directly or indirectly, out of the assets of that company. Action taken by such a company to ensure that the stock exchange value of its units does not vary significantly from its net asset value shall be regarded as equivalent to such repurchase or redemption.

3 Member States shall ensure that this Chapter does not apply to companies in either of the following circumstances:

- a the company is in liquidation and has begun to distribute assets to its members;
- b the company is subject to resolution tools, powers and mechanisms provided for in Title IV of Directive 2014/59/EU.

4 Member States may decide not to apply this Chapter to companies which are:

- a the subject of insolvency proceedings or subject to preventive restructuring frameworks;
- b the subject of liquidation proceedings other than those referred to in point (a) of paragraph 3, or
- c the subject of crisis prevention measures as defined in point (101) of Article 2(1) of Directive 2014/59/EU.]

Status: EU Directives are being published on this site to aid cross referencing from UK legislation. After IP completion day (31 December 2020 11pm) no further amendments will be applied to this version.

Textual Amendments

- F1** Inserted 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).