

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 86d

Draft terms of cross-border conversions

The administrative or management body of the company shall draw up the draft terms of a cross-border conversion. The draft terms of a cross-border conversion shall include at least the following particulars:

- (a) the legal form and name of the company in the departure Member State and the location of its registered office in that Member State;
- (b) the legal form and name proposed for the converted company in the destination Member State and the proposed location of its registered office in that Member State;
- (c) the instrument of constitution of the company in the destination Member State, where applicable, and the statutes if they are contained in a separate instrument;
- (d) the proposed indicative timetable for the cross-border conversion;
- (e) the rights conferred by the converted company on members enjoying special rights or on holders of securities other than shares representing the company capital, or the measures proposed concerning them;
- (f) any safeguards offered to creditors, such as guarantees or pledges;
- (g) any special advantages granted to members of the administrative, management, supervisory or controlling bodies of the company;
- (h) whether any incentives or subsidies were received by the company in the departure Member State in the preceding five years;
- (i) details of the offer of cash compensation for members in accordance with Article 86i;
- (j) the likely repercussions of the cross-border conversion on employment;
- (k) where appropriate, information on the procedures by which arrangements for the involvement of employees in the definition of their rights to participation in the converted company are determined pursuant to Article 86l.]

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 \(Text with EEA relevance\)](#).