

Status: Point in time view as at 31/03/1997.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Cross Heading: Transferee company or companies holding shares in the transferor company. (See end of Document for details)

SCHEDULES

[^{F1}SCHEDULE [^{F1}15B]

PROVISIONS SUBJECT TO WHICH SS. 425–427 HAVE EFFECT IN THEIR APPLICATION TO MERGERS AND DIVISIONS OF PUBLIC COMPANIES]

Textual Amendments

- F1** Sch. 15A renumbered by Companies Act 1989 (c. 40, SIF 27), ss. 114(2), 213(2)
F1 Sch. 15A (old) inserted by S.I. 1987/1991, reg. 2(c), Sch. Pt. II

[^{F1} Transferee company or companies holding shares in the transferor company]

Textual Amendments

- F1** Sch. 15A (old) inserted by S.I. 1987/1991, reg. 2(c), Sch. Pt. II

- ^{F2}12 (1) Where the scheme is a Case 1 Scheme and in the case of every transferor company concerned—
- (a) the shares in that company, and
 - (b) such securities of that company (other than shares) as carry the right to vote at general meetings of that company,
- are all held by or on behalf of the transferee company, section 427A and this Schedule shall apply subject to the following sub-paragraphs.
- (2) The draft terms need not give particulars of the matters mentioned in paragraph 2(2) (b), (c) or (d).
- (3) Section 426 and sub-paragraphs (a) and (d) of paragraph 3 shall not apply, and sub-paragraph (e) of that paragraph shall not apply as regards the documents listed in paragraph 6(1)(b) and (c).
- (4) The court may sanction the compromise or arrangement under section 425(2) notwithstanding that—
- (a) any meeting otherwise required by section 425 or paragraph 1 has not been summoned by any company concerned in the scheme, and
 - (b) paragraphs 2(1)(c) and 3(e) have not been complied with in respect of that company,
- it is satisfied that the conditions specified in the following sub-paragraphs have been complied with.
- (5) The conditions mentioned in the previous sub-paragraph are—

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- (a) that the publication of notice of receipt of the draft terms by the registrar of companies referred to in paragraph 2(1)(b) took place in respect of every transferor company and transferee company concerned in the scheme at least one month before the date of the order under section 425(2) (“the relevant date”);
- (b) that the members of the transferee company were able to inspect at the registered office of that company copies of the documents listed in paragraphs 6(1)(a), (d) and (e) in relation to every transferor company or transferee company concerned in the scheme during a period (“the relevant period”) beginning one month before, and ending on, the relevant date and that they were able to obtain copies of those documents or any part of them on request during that period free of charge; and
- (c) that one or more members of the transferee company who together held not less than five per cent. of the paid-up capital of the company which carried the right to vote at general meetings of the company would have been able during the relevant period to require that a meeting of each class of members be called for the purpose of deciding whether or not to agree to the scheme but that no such requisition has been made.

Textual Amendments

F2 Sch. 15A (old) inserted by S.I. 1987/1991, reg. 2(c), Sch. Pt. II

- ^{F3}13 (1) Where the scheme is a Case 3 Scheme and—
- (a) the shares in the transferor company, and
 - (b) such securities of that company (other than shares) as carry the right to vote at general meetings of that company,
- are all held by or on behalf of one or more transferee companies, section 427A and this Schedule shall apply subject to the following sub-paragraphs.
- (2) The court may sanction a compromise or arrangement under section 425(2) notwithstanding that—
- (a) any meeting otherwise required by section 425 has not been summoned by the transferor company, and
 - (b) paragraphs 2(1)(c) and 3(b) and (e) have not been complied with in respect of that company,
- if it is satisfied that the conditions specified in the following sub-paragraph have been complied with.
- (3) The conditions referred to in the previous sub-paragraph are—
- (a) the conditions set out in paragraph 12(5)(a) and (c);
 - (b) that the members of the transferor company and every transferee company concerned in the scheme were able to inspect at the registered office of the company of which they were members copies of the documents listed in paragraph 6(1) in relation to every such company during a period beginning one month before, and ending on, the date of the order under section 425(2) (“the relevant date”), and that they were able to obtain copies of those documents or any part of them on request during that period free of charge; and

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- (c) that the directors of the transferor company have sent to every member who would have been entitled to receive a notice of the meeting (had it been called), and to the directors of each transferee company, a report of any material changes in the property and liabilities of the transferor company between the date when the draft terms were adopted and a date one month before the relevant date.

Textual Amendments

F3 Sch. 15A (old) inserted by S.I. 1987/1991, reg. 2(c), Sch. Pt. II

- ^{F4}14 (1) Where the scheme is a Case 1 Scheme and in the case of every transferor company concerned ninety per cent. or more (but not all) of—
- (a) the shares in that company, and
 - (b) such securities of that company (other than shares) as carry the right to vote at general meetings of that company,
- are held by or on behalf of the transferee company, section 427A and this Schedule shall apply subject to the following sub-paragraphs.
- (2) The court may sanction a compromise or arrangement under section 425(2) notwithstanding that—
- (a) any meeting otherwise required by paragraph 1 has not been summoned by the transferee company, and
 - (b) paragraphs 2(1)(c) and 3(e) have not been complied with in respect of that company,
- if the court is satisfied that the conditions specified in the following sub-paragraph have been complied with.
- (3) The conditions referred to in the previous sub-paragraph are the same conditions as those specified in paragraph 10(2), save that for this purpose the condition contained in paragraph 10(2)(b) shall be treated as referring only to the documents listed in paragraph 6(1)(a), (d) and (e).

Textual Amendments

F4 Sch. 15A (old) inserted by S.I. 1987/1991, reg. 2(c), Sch. Pt. II

Liability of transferee companies for the default of another

- ^{F5}15 (1) Where the scheme is a Case 3 Scheme, each transferee company shall be jointly and severally liable, subject to sub-paragraph (2) below, for any liability transferred to any other transferee company under the scheme to the extent that that other company has made default in satisfying that liability, but so that no transferee company shall be so liable for an amount greater than the amount arrived at by calculating the value at the time of the transfer of the property transferred to it under the scheme less the amount at that date of the liabilities so transferred.
- (2) If a majority in number representing three-fourths in value of the creditors or any class of creditors of the transferor company present and voting either in person or by proxy at a meeting summoned under section 425(1) so agree, sub-paragraph (1)

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above shall not apply in respect of the liabilities of the creditors or that class of creditors.]

Textual Amendments

F5 Sch. 15A (old) inserted by S.I. 1987/1991, reg. 2(c), **Sch. Pt. II**

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