
STATUTORY INSTRUMENTS

2011 No. 1606

**The Companies (Reporting Requirements
in Mergers and Divisions) Regulations 2011**

PART 3

AMENDMENTS TO PART 27 OF THE COMPANIES ACT 2006

Reports and inspection not required if minority shareholders have right to sell out (merger)

14. After section 915 insert—

“915A Other circumstances in which reports and inspection not required (merger)

(1) This section applies in the case of a merger by absorption where 90% or more (but not all) of the relevant securities of the transferor company (or, if there is more than one transferor company, of each of them) are held by or on behalf of the transferee company.

(2) If the conditions in subsections (3) and (4) are met, the requirements of the following sections do not apply—

- (a) section 908 (directors' explanatory report),
- (b) section 909 (expert's report),
- (c) section 910 (supplementary accounting statement),
- (d) section 911 (inspection of documents), and
- (e) section 911B (report on material changes of assets of merging company).

(3) The first condition is that the scheme provides that every other holder of relevant securities has the right to require the transferee company to acquire those securities.

(4) The second condition is that, if a holder of securities exercises that right, the consideration to be given for those securities is fair and reasonable.

(5) The powers of the court under section 900(2) (power to facilitate reconstruction or amalgamation) include the power to determine, or make provision for the determination of, the consideration to be given for securities acquired under this section.

(6) In this section—

“other holder” means a person who holds securities of the transferor company otherwise than on behalf of the transferee company (and does not include the transferee company itself);

“relevant securities”, in relation to a company, means shares or other securities carrying the right to vote at general meetings of the company.”