

France: simplified timeline of a CBM



Assumptions regarding an envisaged cross-border merger (CBM)

1. Receiving (or merging) company is a French company and transferring (or merged) company is governed by the laws of another Member State of the EU, and cross-border merger is therefore governed by the EU directive.
2. Latest financial year of both transferring and receiving company entities match calendar year.
3. Latest financial statements are approved prior to execution of draft cross-border merger agreement.
4. Shareholders of both companies decide not to involve an independent expert (despite this waiver, involvement of an independent expert will always be required in France if transferring (or merged) company is not a wholly-owned subsidiary of the French receiving (or merging) company: *"commissaire aux apports"*).
5. All shareholders consent to merger.
6. CBM has an accounting and tax retroactive effect dating back to 1 January.
7. Neither transferring nor receiving company has a board of directors.
8. Receiving (or merging) company has a works council (*"comité d'entreprise"*).



31 December:

1 End of the latest fiscal year

1 January:

2 Effective date of CBM (tax and accounting effect)

Mid-April:

6 Finalisation of corporate documentation

Execution of common draft terms of merger (before 30 June, otherwise interim financial statements should have to be drawn up) and only after works council has issued its opinion

Mid-June:

10 General meetings of transferring and receiving companies

End-February:

4 Judicial appointment of French independent expert ("*commissaire aux apports*") or appointment by unanimous decision of shareholders of both entities

Mid-May:

7 Filing/publication of common draft terms of merger

Making available or display on companies' websites of legal documents

Legal documents to be put at disposal of shareholders, employee representatives and trade unions

31 July:

13 Completion of CBM (legal effect)

