

Belgium:

simplified timeline of a CBM



Assumptions regarding an envisaged cross-border merger (CBM)

1. Both transferring and receiving companies are governed by the laws of a Member State of the EU (two distinct States by definition), and cross-border merger is governed by the EU directive.
2. Latest financial years 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.
5. All shareholders consent to merger.



31 December:

1 End of the latest fiscal year

Mid-February:

3 Effective date

of CBM (tax and accounting effect)

Retroactivity can have a maximum duration of six months as from the date of the general meetings

Mid-June:

5 Finalisation of corporate documentation

Approval of annual accounts

Approval by appropriate corporate body (in Belgium: general meeting)

Mid-July:

8 Making available legal documents

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

9 Publication of common draft terms of merger

Convening of general meeting

Shareholders (and statutory auditors) to be convened to general meeting

30 June:

Execution of common draft terms of merger by 30 June at latest to avoid interim results

Mid-August:

11 General meetings

General meetings of transferring and receiving companies

30 September:

15 Completion of CBM (legal effect)



2 Closing of accounts

- Closing of accounts of transferring and receiving companies
- Audit by statutory auditors of each company

4 Preparatory stage

- Due diligence
- Drafting of corporate documentation, i.e. common draft terms of merger, management reports, supervisory board approval, draft shareholder resolutions
- Drafting of information to employee representatives
- Prior authorisation or approval from regulatory/third parties, if required

End-June:

6 Execution of common draft terms of merger

7 Filing of common draft terms of merger

Filing at least six weeks prior to general meetings

End-August:

12 Issuance of pre-merger certificates

13 Application for registration

End-July:

10 Incorporation of a branch

Incorporation of a branch of transferring company in country of receiving company

Legend:

- ↓ Action without a fixed time limit
- ⋮ Action with a fixed time limit
- Action in transferring and receiving country
- Action in receiving country
- Action in transferring country