

CMS Guide to Cross-Border Merger

Cross-border mergers are becoming increasingly attractive, particularly to multinationals with several corporate entities spread across Europe. By restructuring to create a single entity with several branches, businesses can potentially simplify legal and administrative structures, minimise levels of risk, free up cash and cut costs.

Cross-border mergers stand to benefit from the EU Directive on Cross-Border Mergers and the national transformation legislation, which offer a less cumbersome, common legal framework to facilitate mergers across EU Member States. However, many aspects of a cross-border merger are still subject to not harmonized national legislation and vary between European countries. Experience has shown that it is crucial for the success of a cross-border merger to synchronise particularly the often broadly varying procedural and timing requirements in the relevant jurisdictions early in the process.

This CMS Guide to Cross-Border Merger offers a comprehensive overview of the legal and fiscal requirements and consequences of cross-border mergers in 17 European countries. It focuses on relevant aspects of corporate, labour and tax law. Therefore, it is a useful tool for project teams involved in cross-border mergers, in particular in-house counsels, for implementing a successful cross-border merger transaction, highlighting the following:

- the types of company that can participate in a cross-border merger;
- the documents to be prepared, their material content and formal requirements;
- internal responsibilities, competent authorities and other external parties involved;
- essential timing and publication requirements;
- major tax consequences;
- implementation of the applicable scheme of employee representation on supervisory boards, as well as other notification and consultation requirements vis-à-vis employee representation bodies.

To help with your planning, each country overview contains a simplified timeline, highlighting the milestones required in each jurisdiction. To make this process easier still, we also provide online versions of all timelines which can be accessed, selected and harmonized with regard to certain milestones via internet according to the need of the specific project.

If you are considering a cross-border merger in Europe, we believe this Guide, together with its Online Planner, will prove invaluable in helping you map out a plan and give you a detailed understanding of how long such a project is likely to take and whom to involve.

Please keep in mind that this CMS e-guide is for online view only. The “Print” and “PDF-Download” functions above only provide preview material. The timelines and chapter content, which you will find embedded below, are not printable.