

Purchase of minority shares

1162. (1) Subject to subsection (5), any person being—

(a) a shareholder in any of the companies involved in the division who voted against the special resolution of the company concerned relating to the common draft terms of division, or

(b) in a case to which subsection (2) relates, any shareholder in the transferor company other than the successor company there referred to,

may, not later than 15 days after the relevant date, request the successor companies in writing to acquire his or her shares for cash.

(2) This subsection relates to a case where a successor company (not being a company formed for the purpose of the division) holds 90 per cent or more (but not all) of the shares carrying the right to vote at general meetings of the transferor company.

(3) Where a request is made by a shareholder in accordance with subsection (1), the successor companies (or such one, or more than one of them, as they may agree among themselves) shall purchase the shares of the shareholder at a price determined in accordance with the share exchange ratio set out in the common draft terms of division and the shares so purchased by any successor company shall be treated as treasury shares within the meaning of section 106.

(4) Nothing in the preceding subsections limits the power of the court to make any order necessary for the protection of the interests of a dissenting minority in a company involved in a division.

(5) This section shall not apply where the shares in each of the successor companies are allocated to the shareholders of the transferor company in proportion to their rights in the capital of that company.

(6) In this section “relevant date” means—

(a) in relation to a shareholder referred to in subsection (1)(a) — the date on which the resolution of the transferor company was passed;

(b) in relation to a shareholder referred to in subsection (1)(b) — the date of publication of the notice of delivery of the common draft terms of division under section 1157 (1)(b).