

Merger financial statement

1134. (1) Subject to subsections (6) and (8), where the latest statutory financial statements of any of the merging companies relate to a financial year ended more than 6 months before the date of the common draft terms of merger, that company shall prepare a merger financial statement in accordance with the provisions of this section.

(2) The merger financial statement shall be drawn up—

(a) in the format of the last annual balance sheet, if any, of the company and in accordance with the provisions of Part 6, and

(b) as at a date not earlier than the first day of the third month preceding the date of the common draft terms of merger.

(3) Valuations shown in the last annual balance sheet, if any, shall, subject to the exceptions provided for under subsection (4), only be altered to reflect entries in the accounting records of the company.

(4) Notwithstanding subsection (3), the following shall be taken into account in preparing the merger financial statement:

(a) interim depreciation and provisions; and

(b) material changes in actual value not shown in the accounting records.

(5) The provisions of Part 6 relating to the statutory auditor's report on the last statutory financial statements of the company concerned shall apply, with any necessary modifications, to the merger financial statement required of the company by subsection (1).

(6) This section shall not apply in relation to a merging company which makes public a half-yearly financial report covering the first 6 months of its financial year pursuant to the provision referred to in subsection (7) if that company makes that report available for inspection pursuant to section 1136 .

(7) The provision referred to in subsection (6) is, as appropriate—

(a) Regulation 6 of the Transparency (Directive 2004/109/EC) Regulations 2007) which regulations are continued in force by Schedule 6; or

(b) if regulations under section 1380 are made and those regulations—

(i) replace the regulations referred to in paragraph (a) — the provision of those replacement regulations corresponding to the foregoing Regulation 6; or

(ii) amend the foregoing Regulation 6 — that Regulation as it stands so amended.

(8) This section shall not apply to a merging company if the following condition is, or (as appropriate) the following 2 conditions are, satisfied:

(a) other than in a case falling within paragraph (b), all of the holders of shares conferring the right to vote at general meetings of the company have agreed that this section shall not apply; or

(b) where a requirement for the taking effect of a vote (whether a vote generally or of the type to which this subsection applies) by holders of shares of the company is that a holder of securities of the company has consented thereto—

(i) the agreement mentioned in paragraph (a) exists; and

(ii) all of the holders of securities in respect of which the requirement mentioned in this paragraph operates have agreed that this section shall not apply.