

## Subsidiary undertakings exempted from annexing their statutory financial statements to annual return

357. (1) Where a company is a subsidiary undertaking of a holding undertaking that is established under the laws of an EEA state, the company shall, as respects any particular financial year of the company, stand exempted from the provisions of sections 347 and 348 if, but only if, the following conditions are satisfied:

(a) every person who is a shareholder of the company on the date of the holding of the next annual general meeting of the company after the end of that financial year or on the next annual return date of the company after the end of that financial year, whichever is the earlier, shall declare his or her consent to the exemption;

(b) there is in force in respect of the whole of that financial year an irrevocable guarantee by the holding undertaking of all amounts shown as liabilities in the statutory financial statements of the company in respect of that financial year;

(c) the company has notified in writing every person referred to in paragraph (a) of the guarantee;

(d) the statutory financial statements of the company for that financial year are consolidated in the consolidated accounts prepared by the holding undertaking;

(e) the exemption of the company under this section is disclosed in a note to those consolidated accounts;

(f) a notice stating that the company has availed itself of the exemption under this section in respect of that financial year together with—

(i) a copy of the guarantee and notification referred to in paragraphs (b) and (c), and

(ii) a declaration by the company in writing that paragraph (a) has been complied with in relation to the exemption,

is annexed to the annual return for the financial year made by the company to the Registrar;

(g) the consolidated accounts of the holding undertaking are drawn up in accordance with the requirements of the Seventh Council Directive 83/349/EEC of 13 June 1983 or in accordance with international financial reporting standards and are audited in accordance with Article 37 of that Seventh Council Directive; and

(h) a copy of the consolidated accounts of the holding undertaking together with the report of the auditors on them are annexed to the annual return of the company referred to in paragraph (f).

(2) Where any document referred to in subsection (1) that has been annexed to the annual return is in a language other than the English language or the Irish language, there shall be annexed to each such document

a translation of it in the English language or the Irish language certified in the prescribed manner to be a correct translation.

(3) Section 299 (7) (construction of certain references) shall apply to subsection (1) in a case where the holding undertaking referred to in subsection (1) is a company registered under this Act or an existing company.

(4) Section 347 (2) applies for the purpose of the construction of the reference to a copy of a document in subsection (1)(h) of this section as it applies for the purpose of the construction of the reference to a copy of a document in section 347 (1).