Public Consultation on the Transposition of Directive (EU) 2019/2121 of the European Parliament and Council amending Directive (EU) 2017/1132 as regards cross-border conversions, mergers and divisions

**Response Template**

As set out in the consultation, the Department of Business, Enterprise and Innovation is specifically seeking views on the Member State options in the Directive. Please note that we are not specifically seeking views on the options in Articles 86m(1), 86m(7)(b), 160m(1) and 160m(7)(b). Submissions are not sought on Articles 160s, 3, 4, 5 or 6.

Respondents have the opportunity to comment generally on the Directive should they wish to express any views on these sections of the Directive. There is also capacity to comment on Articles without Member State options.

Please include your response in the space underneath the relevant option, to set out/ explain your views on each. Completing the template will assist with achieving a consistent approach in responses returned and facilitate collation of response.

When responding please indicate whether you are providing views as an individual or representing the views of an organisation.

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| Name(s): |  |
| Organisation: |  |
| Email address: |  |
| Telephone number: |  |

## *Article 86a*

## Scope

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| **Question:**  4. Should Ireland avail of these options relating to companies’ subject to liquidation, insolvency or crisis prevention measures? Please provide reasons for your answer in each case.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 86a:** |

## *Article 86b*

## Definitions

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| **Please indicate any general comments or recommendations you may have on Article 86b:** |

## *Article 86c*

## Procedures and formalities

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| **Please indicate any general comments or recommendations you may have on Article 86c:** |

## *Article 86d*

## Draft terms of cross-border conversions

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| **Please indicate any general comments or recommendations you may have on Article 86d:** |

## *Article 86e*

## Report of the administrative or management body for members and employees

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| **Question:**  4. Should Ireland take the option to exclude single-member companies from the provisions of this Article? Please provide reasons for your answer.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 86e:** |

## *Article 86f*

## Independent expert report

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| **Question:**  3. Should Ireland take the option to exclude single-member companies from the application of this Article? Please provide reasons for your answer.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 86f:** |

## *Article 86g*

## Disclosure

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| **Question:**  1. Should the expert report be disclosed and made publicly available in the register? Please provide reasons for your answer.  **Response:** |
| **Question:**  2. Should Ireland avail of this exemption? Please provide reasons for your answer.  **Response:** |
| **Question:**  5. Should the drafter terms referred to in paragraph (3) be required to be published? Please provide reasons for your answer.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 86g:** |

## *Article 86h*

## Approval by the general meeting

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| **Question:**  4. Should Ireland avail of this option? Please provide reasons for your answer.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 86h:** |

## *Article 86i*

## Protection of members

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| **Question:**  1. Should Ireland avail of these options? Please provide reasons for your answer.  **Response:** |
| **Question:**  4. Should Ireland avail of this option? Please provide reasons for your answer.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 86i:** |

## *Article 86j*

## Protection of creditors

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| **Question:**  2. Should Ireland avail of this option? Please provide reasons for your answer.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 86j:** |

## *Article 86k*

## Employee information and consultation

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| **Question:**  1. Should Ireland avail of this option? Please provide reasons for your answer.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 86k:** |

## *Article 86l*

## Employee participation

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| **Question:**  4(b) Should Ireland avail of this option? Please provide reasons for your answer.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 86l:** |

## *Article 86m*

## Pre-conversion certificate

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| **Question:**  1. Should Ireland avail of this option? Please provide reasons for your answer.  **Response:** |
| **Question:**  3. Should Ireland avail of this option? Please provide reasons for your answer.  **Response:** |
| **Question:**  10. Should Ireland avail of this option? Please provide reasons for your answer.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 86m:** |

## *Article 86n*

## Transmission of the pre-conversion certificate

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| **Please indicate any general comments or recommendations you may have on Article 86n:** |

## *Article 86o*

## Scrutiny of the legality of the cross-border conversion by the destination Member State

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| **Please indicate any general comments or recommendations you may have on Article 86o:** |

## *Article 86p*

## Registration

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| **Please indicate any general comments or recommendations you may have on Article 86p:** |

## *Article 86q*

## Date on which the cross-border conversion takes effect

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| **Please indicate any general comments or recommendations you may have on Article 86q:** |

## *Article 86r*

## Consequences of a cross-border conversion

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| **Please indicate any general comments or recommendations you may have on Article 86r:** |

## *Article 86s*

## Independent experts

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| **Please indicate any general comments or recommendations you may have on Article 86s:** |

## *Article 86t*

## Validity

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| **Question:**  7(b). Should Ireland avail of these options relating to companies subject to liquidation, insolvency or crisis prevention measures? Please provide reasons for your answer in each case.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 86t:** |

## *Article 123*

## Disclosure

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| **Question:**   1. Should Ireland avail of this option? Please provide reasons for your answer.   **Response:** |
| **Question:**  2. Should Ireland avail of this option? Please provide reasons for your answer.  **Response:** |
| **Question:**  6. Should Ireland avail of this option? Please provide reasons for your answer.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 123:** |

## *Article 124*

## Report of the administrative or management body for members and employees

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| **Question:**  4. Should Ireland exclude single member companies from the provisions of this Article? Please provide reasons for your answer.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 124:** |

## *Article 125*

## Independent expert report

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| **Question:**  11(c). Should Ireland exclude single member companies from the provisions of this Article? Please provide reasons for your answer.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 125:** |

## *Article 126*

## Approval by general meeting

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| **Please indicate any general comments or recommendations you may have on proposed amendments to Article 126:** |

## *Article 126a*

## Protection of members

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| **Question:**  1. Should Ireland avail of the options available under this article? Please provide reasons for your answer.  **Response:** |
| **Question:**  4. Should Ireland avail of this option? Please provide reasons for your answer.  **Response:** |
| **Question:**  6. Should Ireland avail of this option? Please provide reasons for your answer.  **Response:** |
| **Question:**  7. Should Ireland avail of this option? Please provide reasons for your answer.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 126a:** |

## *Article 126c*

## Protection of creditors

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| **Question:**  1. Should Ireland avail of this option? Please provide reasons for your answer.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 126c:** |

## *Article 127*

## Pre-merger certificate

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| **Question:**  1. Should Ireland avail of this option? Please provide reasons for your answer.  **Response:** |
| **Question:**  3. Should Ireland require the additional information for pre-merger certificates? Please provide reasons for your answer.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 127:** |

## *Article 127a*

## Transmission of the pre-merger certificate

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| **Please indicate any general comments or recommendations you may have on Article 127a:** |

## *Article 130*

## Registration

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| **Please indicate any general comments or recommendations you may have on Article 130:** |

## *Article 133a*

## Independent experts

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| **Please indicate any general comments or recommendations you may have on Article 133a:** |

## *Article 160a*

## Scope

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| **Question:**  5. Should Ireland avail of these options relating to companies subject to liquidation, insolvency or crisis prevention measures? Please provide reasons for your answer in each case.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 160a:** |

## *Article 160b*

## Definitions

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| **Please indicate any general comments or recommendations you may have on Article 160b:** |

## *Article 160c*

## Procedures and formalities

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| **Please indicate any general comments or recommendations you may have on Article 160c:** |

## *Article 160d*

## Draft terms of cross-border divisions

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| **Please indicate any general comments or recommendations you may have on Article 160d:** |

## *Article 160e*

## Report of the administrative or management body for members and employees

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| **Question:**  4. Should Ireland exclude single member companies from the provisions of this Article? Please provide reasons for your answer.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 160e:** |

## *Article 160f*

## Independent expert report

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| **Question:**  3. Should Ireland exclude single member companies from the provisions of this Article? Please provide reasons for your answer.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 160f:** |

## *Article 160g*

## Disclosure

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| **Question:**  1. Should the expert report be disclosed and made publicly available in the register? Please provide reasons for your answer.  **Response:** |
| **Question:**  5. Should the draft terms be disclosed and made publicly available in the register? Please provide reasons for your answer.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 160g:** |

## *Article 160h*

## Approval by the general meeting

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| **Question:**  4. Should Ireland avail of this option? Please provide reasons for your answer.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 160h:** |

## *Article 160i*

## Protection of members

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| **Question:**  1. Should Ireland avail of this option? Please provide reasons for your answer.  **Response:** |
| **Question:**  4. Should Ireland avail of this option? Please provide reasons for your answer.  **Response:** |
| **Question:**  7. Should Ireland avail of this option? Please provide reasons for your answer.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 160i:** |

## *Article 160j*

## Protection of creditors

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| **Question:**  3. Should Ireland avail of this option? Please provide reasons for your answer.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 160j:** |

## *Article 160k*

## Employee information and consultation

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| **Question:**  1. Should Ireland avail of this option? Please provide reasons for your answer.  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 160k:** |

## *Article 160l*

## Employee participation

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| **Question:**  4(b). Should Ireland avail of this option? Please provide reasons for your answer  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 160l:** |

## *Article 160m*

## Pre-division certificate

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| **Question:**  3. Should Ireland avail of this option? Please provide reasons for your answer  **Response:** |
| **Please indicate any general comments or recommendations you may have on Article 160m:** |

## *Article 160n*

## Transmission of the pre-division certificate

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| **Please indicate any general comments or recommendations you may have on Article 160n:** |

## *Article 160o*

## Scrutiny of the legality of the cross-border division

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| **Please indicate any general comments or recommendations you may have on Article 160o:** |

## *Article 160p*

## Registration

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| **Please indicate any general comments or recommendations you may have on Article 160p:** |

## *Article 160q*

## Date on which the cross-border division takes effect

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| **Please indicate any general comments or recommendations you may have on Article 160q:** |

## *Article 160r*

## Consequences of a cross-border division

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| **Please indicate any general comments or recommendations you may have on Article 160r:** |

## *Article 160t*

## Independent experts

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| **Please indicate any general comments or recommendations you may have on Article 160t:** |

## *Article 160u*

## Validity

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| **Please indicate any general comments or recommendations you may have on Article 160u:** |

## *Article 2*

## Penalties

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| **Please indicate any general comments or recommendations you may have on Article 2:** |