

URL: <http://www.deloitte-tax-news.de/german-tax-legal-news/reform-of-the-german-reorganization-act-resolved.html>

 30.06.2011

German Tax and Legal News

Reform of the German Reorganization Act resolved

In June 2011, the [German Upper House](#) resolved to enact the Reform of the German Reorganization Act, with a view to simplifying reorganizations of enterprises in Germany by abolishing bureaucratic formalities and providing financial relief. The reform also adopts the EU Directive of September 2009 regarding the reporting and documentation requirements in mergers and divisions (Directive 2009/109/EC of the [European Parliament](#) and the [European Council](#) of September 2009).

Key aspects of the reform are as follows:

- Shareholders may be notified (and documentation provided) electronically of the shareholders meeting to resolve on a proposed reorganization;
- The need to prepare a special interim balance sheet may be waived;
- A shareholders' resolution may be waived in the case of a 100%-owned subsidiary company that is to be merged into its parent company;
- The options for squeeze-outs are extended in the case of a merger of a 90 % subsidiary company with its majority shareholder; and
- Audits required under the Reorganization Act and the Stock Corporation Law may be carried out by the same expert.

The reform will become effective one day after its publication in the Federal Law Gazette, which is expected in the near future.

If you have any questions, please contact [Dr. Tim Luthra](#) of Raupach & Wollert Elmendorff Rechtsanwaltsgesellschaft mbH.

Diese Mandanteninformation enthält ausschließlich allgemeine Informationen, die nicht geeignet sind, den besonderen Umständen eines Einzelfalles gerecht zu werden. Sie hat nicht den Sinn, Grundlage für wirtschaftliche oder sonstige Entscheidungen jedweder Art zu sein. Sie stellt keine Beratung, Auskunft oder ein rechtsverbindliches Angebot dar und ist auch nicht geeignet, eine persönliche Beratung zu ersetzen. Sollte jemand Entscheidungen jedweder Art auf Inhalte dieser Mandanteninformation oder Teile davon stützen, handelt dieser ausschließlich auf eigenes Risiko. Deloitte GmbH übernimmt keinerlei Garantie oder Gewährleistung noch haftet sie in irgendeiner anderen Weise für den Inhalt dieser Mandanteninformation. Aus diesem Grunde empfehlen wir stets, eine persönliche Beratung einzuholen.

This client information exclusively contains general information not suitable for addressing the particular circumstances of any individual case. Its purpose is not to be used as a basis for commercial decisions or decisions of any other kind. This client information does neither constitute any advice nor any legally binding information or offer and shall not be deemed suitable for substituting personal advice under any circumstances. Should you base decisions of any kind on the contents of this client information or extracts therefrom, you act solely at your own risk. Deloitte GmbH will not assume any guarantee nor warranty and will not be liable in any other form for the content of this client information. Therefore, we always recommend to obtain personal advice.