



Swedish Companies Registration Office

SE-851 81 Sundsvall, Sweden

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bolagsverket.se

Fusion genom absorption eller kombination | Merger through absorption or combination

Aktiebolag | Limited company

Fill in the form on your computer or legibly by hand. Sign the form and send the original.

More information on page 3.

Skicka till | Send to

Bolagsverket

SE-851 81 Sundsvall, Sweden

1. Kontaktuppgifter i ärendet | Contact information for this case

Fill in your email address and telephone number so we can contact you easily.

Kontaktpersonens för- och efternamn First name and surname of the contact person		Företagsnamn Business name	
Postadress Postal address		Postnr Postcode	Postort Town/City
E-postadress Email address		Telefonnr Phone no. daytime	Deposit account, if any, 3 digits

2. Anmälan gäller | Application regarding

Please note that you may only report one merger plan per form.

Typ av fusion Type of merger		
<input type="checkbox"/> Absorption Absorption	<input type="checkbox"/> Kombination Combination	
Typ av ärende Type of registration matter		
<input type="checkbox"/> Registrering av fusionsplan Registration of a merger plan	<input type="checkbox"/> Ansökan om tillstånd att verkställa fusionsplanen Application for permission to implement the merger plan	<input type="checkbox"/> Registrering av genomförd fusion Registration of an implemented merger

3. Absorption | Absorption

Övertagande aktiebolag Transferee company	Org.nr Registration no.	Företagsnamn Business name
Det övertagande aktiebolaget ska enligt den bifogade fusionsplanen överta According to the enclosed merger plan the transferee company will absorb (take over)		
Överlåtande aktiebolag 1 Transferor company 1	Org.nr Registration no.	Företagsnamn Business name
Överlåtande aktiebolag 2 Transferor company 2	Org.nr Registration no.	Företagsnamn Business name
Överlåtande aktiebolag 3 Transferor company 3	Org.nr Registration no.	Företagsnamn Business name

4. Kombination | Combination

(The transferee company to be formed)

Föreslaget företagsnamn Name proposal		
Det övertagande aktiebolaget ska enligt den bifogade fusionsplanen överta According to the enclosed merger plan the transferee company will absorb (take over)		
Äldsta överlåtande aktiebolaget 1 The oldest transferor company 1	Org.nr Registration no.	Företagsnamn Business name
Överlåtande aktiebolag 2 Transferor company 2	Org.nr Registration no.	Företagsnamn Business name
Överlåtande aktiebolag 3 Transferor company 3	Org.nr Registration no.	Företagsnamn Business name

5. Övrigt | Other matters

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**6. Underskrift | Signature, please use blue ink**

Datum Date	Namnteckning Sign name	Namnförtydligande Print name
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Registreringsavgift | Registration fee

We will send a notification to the contact person for this case with information about the registration fee and how to pay it. We can start processing your application when we have received the payment.

Information

Use this form when reporting a merger through absorption or combination of a limited company. If you want to report a merger through absorption of a wholly-owned subsidiary, use the form Merger through absorption of wholly-owned subsidiary, number 831 e. More information is available on bolagsverket.se. Please note that all documents must be in Swedish. When the application has been registered we will send you a registration certificate in Swedish.



Please note that you can only report one merger plan per form.

1. Contact information for this case

Fill in the contact information for this case. Please note that we usually send notifications by email.

If the contact person has a deposit account with Bolagsverket and wants to use it for payment of the registration fee, you must also fill in the three-digit account number.

2. Application regarding

Mark the appropriate box for the application. Please note that you can only report one type of merger and one type of registration matter per form.

3. Absorption

Fill in the company registration numbers and business names of the transferee company and the transferor companies. If there are more than three transferor companies, please add them in box 5. Other matters or as an attachment to your application.

4. Combination

Fill in the proposed business name of the transferee company which is established through the merger. Fill in the company registration numbers and business names of the transferor companies. If there are more than three transferor companies, please add them in box 5. Other matters or as an attachment to your application.

You must also report the transferee company to be established for registration. Use the form Registration of a new company, number 816 e. Please note that you must state, in box 19. Other matters, that the limited company is established through a merger.

5. Other matters

Fill in extra information here.

6. Signature

Who must sign the form?

- Absorption – a board member or the managing director of the parent company.
- Combination – a board member or the managing director of the oldest transferee company.

When should the application be sent in?

Registration of a merger plan

The transferee company, or in the case of combination, the oldest transferee company, must report the merger plan including attachments for registration within a month from the date of signing the merger plan. Private limited companies need not report this for registration if all the shareholders in the merging companies have signed the merger plan. They can apply for permission to implement the merger plan immediately.

Application for permission to implement the merger plan

The transferee company, or in the case of combination, the oldest transferee company, must apply for permission to implement the merger plan. Apply with Bolagsverket within a month after the date on which the plan became valid in all the companies.

The notification of the implementation of a merger by absorption

The board of the transferee company must report the implementation of the merger for registration with Bolagsverket. The application for registration must be made not later than two months after Bolagsverket granted permission to implement the merger plan, or when the permission has been granted by the court, not later than two months after the decision of the court has gained legal force.

The notification of the implementation of a merger by combination

The board of the transferee company must report the implementation of the merger for registration with Bolagsverket. The application for registration must be made not later than two months after Bolagsverket granted permission to implement the merger plan, or when the permission has been granted by the court, not later than two months after the decision of the court has gained legal force.

Attachments**Registration of a merger plan**

- Merger plan (certified copy). The merger plan must be dated and signed by at least half the board members in each of the companies.
- Statement by an authorized or approved public accountant, even though the company has not appointed an auditor of their own, for each of the companies (certified copy).
- The companies' annual reports and auditors' reports, if applicable, for the three most recent financial years (certified copies).
- Additional financial information (certified copy) – if the merger plan has been drawn up more than six months after the expiry of the latest financial year, for which an annual report and auditors' report have been filed.

Application for permission to implement the merger plan

- Merger plan (certified copy). In private limited companies which have not registered the merger plan, all the shareholders in all the participating limited companies must sign the merger plan.
- Certifications from the boards or the managing directors of the companies stating that the known creditors have been informed, as stated in the Swedish Companies Act (certified copies). Certifications signed by the board of directors must be signed by at least half of the board members.
- A solemn declaration from the boards or managing directors of the companies that the merger has not been prohibited as stated in the Swedish Competition Act (2008:579) or as stated in the Council Regulation (EC) No. 139/2004 on the control of concentrations between undertakings, and that testing of the merger is not ongoing according to the regulations stated (certified copy). Declarations signed by the board of directors must be signed by at least half the board members.

In certain cases you may need to attach:

- Certification from the boards of directors or managing directors of the companies that all the shareholders have signed the merger plan (certified copies) – this applies to private limited companies which need not report the merger plan for registration. Certifications signed by the board of directors must be signed by at least half the board members.
- Statement by an authorized or approved public accountant, even though the company has not appointed an auditor of their own, for each of the companies (certified copies) – this applies to private limited companies which have not reported the merger plan for registration.

- The companies' annual reports for the three most recent financial years (certified copies) – this applies to private limited companies that have not reported the merger plan for registration.
- Additional financial information (certified copy) – this applies to private limited companies that have not reported the merger plan for registration.
- Minutes from the shareholders' meeting for the transferor company (certified copy) – this applies if the merger plan has been reported.
- Minutes from the shareholders' meeting for the transferee company (certified copy) – this applies if the merger plan has been registered, and only if the shareholders of the transferee companies have requested a shareholders' meeting.

Registration of a merger implemented by absorption

- Certification from an authorized or approved public accountant (in the original) that the transferor company's assets have been transferred to the transferee company.
- Application for registration of an increase of the share capital on form number 822 Nyemission (New issue, in Swedish only) – this applies if the merger settlement consists of new shares in the transferor company.

Registration of a merger implemented by combination

- Certification from an authorized or approved public accountant (in the original) that the transferor company's assets have been transferred to the transferee company.
- Application for registration of the transferee company, on form number 816 e Registration of a new company.