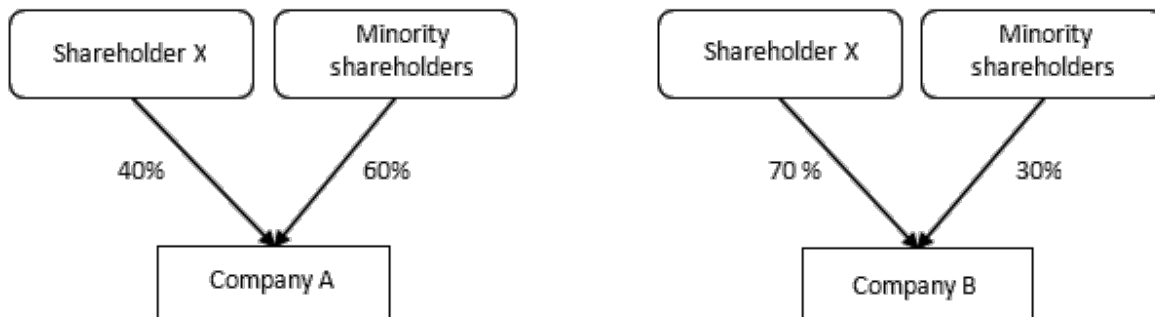
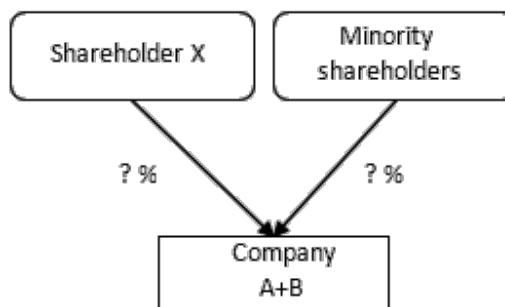


Contributions in kind, mergers, divisions and equivalent operations can give rise to conflicts of interest on the part of the persons initiating the operation. This is especially the case, for example, for a business combination involving two companies with the same reference shareholder:

Before the operation:



After the operation:



In the case of such operations, the future power relations between shareholders in the company that arises from the business combination are determined on the basis of the valuation of the companies involved in the combination. To guarantee the economic interests of the minority shareholders, the exchange ratio used in such operations is of prime importance.

In order to support the decision-making process within the listed companies in respect of operations that involve conflicts of interest on the part of the persons initiating the operation, and in order to enable all those concerned to perform their role to the full, the FSMA deems it important to recall a number of principles that apply to these types of operations<sup>1</sup>. In addition, it wishes to address a number of practical questions and good practices.

<sup>1</sup> As regards contributions in kind, this document deals only with operations on which the general meeting takes decisions, and treats these only from the standpoint of the company whose capital is being increased.

**Source URL:** <https://www.fsma.be/en/faq/faq-about-contributions-kind-mergers-divisions-and-equivalent-operations>