



Book II - Issuers and financial disclosure

Title III - Takeover bids

Chapter VII - Squeeze-outs

General regulation of the AMF

Article 237-3 into force since 22 June 2019

DISCLAIMER : Information boxes have been inserted within the General Regulation. They allow for a direct access to the relevant European regulations on the subject matter.

The user will be redirected to the European regulations as initially published in the Official Journal of the European Union and to the subsequent corrigenda, if any. The AMF does not guarantee the completeness of the redirections to these European regulations and corrigenda.

The boxes are located at the most relevant level of the GRAMF depending on the provision of the EU regulations to which they refer (Book, Title, Chapter, Section, etc.).

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Article 237-3

I. - The AMF rules on whether the proposed squeeze-out is compliant, in accordance with Articles 231-21 and 231-22, except when the squeeze-out includes the cash settlement proposed in the last offer and one of the two following conditions is met :

- 1 • The squeeze-out follows a public offering subject to the provisions of Chapter II;
- 2 • The squeeze-out follows a public offering for which the AMF has the valuation mentioned in Part II-2 of Article L. 433-4 of the Monetary and Financial Code and the report by the independent appraiser mentioned in Article 261-1.

II. - When the AMF rules on whether the proposed squeeze-out is compliant, the offeror provides, in support of its proposed squeeze-out, the valuation mentioned in part II-2 of Article L. 433-4 of the Monetary and Financial Code. The AMF also has the report of the independent appraiser mentioned in Article 261-1.

Where a squeeze-out is to be implemented, the parties concerned must draw up a draft squeeze-out document in accordance with the conditions and procedures set out in Articles 231-16 to 231-20. The squeeze-out document(s) are submitted to the AMF for approval in accordance with Articles 231-16 to 231-20. and disclosed to the public in accordance with Article 231-27.

Disclosures providing information on the legal, financial, accounting and other characteristics of the target company are filed with

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the AMF and made publicly available in accordance with the conditions and procedures set out in Articles 231-28 to 231-30. Content requirements for these disclosures are stipulated in an AMF instruction.

III. - Where the AMF does not rule on whether the squeeze-out is compliant, the offeror informs the AMF of its intention to implement the squeeze-out. The AMF publishes the implementation date for the squeeze-out. The offeror publishes a news release in accordance with Article 221-3 and is responsible for its distribution. Content requirements for these news releases are stipulated in an AMF instruction.

✚ **Version into force since 22 June 2019**

✚ Version into force from 29 September 2006 to 21 June 2019