

Mastering merger transactions

Legal, accounting and consolidation issues

WHO SHOULD ATTEND?

Financial, Consolidation and Accounting Managers
– Accountants – Consolidation Managers – Tax Specialists – Chartered Accountants, External Auditors
– Members of the Legal Department

Prerequisites: *this training does not require any particular prerequisite.*

OBJECTIVES

- › Know what a merger agreement should include
- › Understand the legal, tax and consolidation related issues (individual and consolidated accounts)
- › Master the accounting and consolidation entries: be able to account for and audit transactions within a consolidated perimeter and transfers of assets between Business Units of the Group

WHY YOU SHOULD ATTEND?

- › Optimizing the consolidation scope is a strategic challenge for the management of any group. It relies on the use of complex transactions: mergers. So as to be able to dialogue with the various stakeholders and specialists involved, it is necessary to have a solid understanding of the legal, tax and accounting issues specific to such transactions.

This two-day training will give you the solid foundation you need to make them a success.

DETAILED CONTENT

› Legal principles of mergers

- Definitions. Nature and role of stakeholders.
- Merger agreement, determining the exchange ratio
- Direction of mergers, valuations
- The merger process and its consequences: dates and retroactive effect, interim period

› Accounting treatment of mergers in France: the main provisions under Regulation ANC 2019-06 and CNCC opinions

- Exchange ratio and cash adjustment
- Accounting for the capital gain or loss
- Regulations 2015-06 and 07: goodwill
 - . Key principles
 - . Impact in individual and consolidated accounts

› The tax regime applicable to mergers

- Scope of the special tax regime for mergers
- Common law: when and how to apply it
- Special cases: provisions, deficits, special reserve for long-term capital gains
- Monitoring fiscal values and capital gain register

› TUP (Universal Transfer of Wealth) accounting and tax specificities

› Internal operations: accounting treatment in consolidation

- Mergers with external entities
- Mergers between sister companies
 - . Impacts on intra-group declarations
 - . Validating the impacts on the cash flow statement

INSTRUCTIONAL APPROACH AND LEARNING ASSESSMENT

- **Prior to the session:** self-assessment quiz
- **During the session:** for each topic covered, real-life examples are taken from published financial statements. Case studies with accounting entries, interactive quizzes and exchanges ensure knowledge acquisition throughout the training.
- **After the session:** documentary inputs (synthesis, articles, video).
The trainer is available to answer any follow-up questions participants may have.

DURATION: 2 JOURS

DATES*: 08-09/02/24
13-14/05/24
04-05/11/24

PRICE EXCL. VAT: 2 200 €

(*) Delivery method: face-to-face, subject to change according to your requests and/or health conditions.

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Tel +33 (0) 1 53 17 39 00 - formation@finharmony.net