



NOTARY'S OFFICE OF BAZA: DOÑA INMACULADA CAMPOS TÉVAR

Dissolution and liquidation of companies

Indicative list of documents to prepare your matter at the notary's office, especially for private limited companies (S.L.) and public limited companies (S.A.).

General documentation

- Valid identity document of all persons appearing: DNI or, as applicable, passport, identity card or residence permit. NIE/NIF where applicable.
- Company tax ID (NIF), deed of incorporation and current articles of association, together with any relevant amending deeds.
- Documents proving the offices or powers of the parties involved, and Commercial Registry (Registro Mercantil) registration details.
- Up-to-date information on the beneficial ownership of the company.
- Please state whether only dissolution is requested, the liquidation of a company that is already dissolved, or both operations, where they can be carried out together.

Dissolution and appointment of liquidators

- Certificate of the dissolution resolution of the general meeting or of the sole shareholder's decisions, stating the cause and the formalities required. If it has not yet been adopted, please consult us beforehand on how to prepare it.
- Identity details of the liquidators, their mode of action, and documents of their appointment and acceptance, as applicable.
- If the company is already dissolved: deed or documents proving the dissolution and the appointment of the liquidators.
- Inventory and balance sheet as at the date of dissolution, to prepare the liquidation operations.

Liquidation and distribution among the shareholders

- List of assets and rights: bank balances, real estate, vehicles, receivables and other assets, with their documents and valuation.
- List of pending debts and obligations, including loans and tax, employment and Social Security obligations, where they exist.
- Proof of payment to creditors or of the deposit of their claims, as appropriate. A lack of assets does not mean the debts are extinguished.
- Final liquidation balance sheet, report on the operations carried out and draft division of the remaining assets among the shareholders.
- Certificate of the resolution approving the final balance sheet and the distribution, with the necessary information on possible challenges and compliance with the requirements for executing the deed of extinction.
- List of shareholders, their identification details and the liquidation share corresponding to each; proof of payment or deposit of the shares, as the case may be.
- If assets are allocated: identification of the recipients, title deeds, valuation and registry and cadastral details, where applicable.

Before preparing the signing

Dissolution does not by itself extinguish the company: the liquidation operations and the corresponding extinction and registry cancellation procedures must be completed. The distribution among shareholders depends on the assets remaining after paying creditors, not solely on the share capital figure.

Please tell us if there are debts the company cannot pay, court proceedings, employees, assets abroad or disagreements between shareholders. Insolvency requires specific examination and may prevent the ordinary route set out in this sheet. Please also ask about taxes and later obligations to keep documents.

Warning: This information is general and for guidance only. The definitive documentation will depend on the specific circumstances of each case.

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