

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEAGH-TAT



Gazette

ISSUE ID: 0000/2020/J/06
CROSS BORDER MERGER GAZETTE
01st July 2020

CRO GAZETTE, WEDNESDAY, 01st July 2020

| CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 18-June-20 AND 01-July-20 | | | | | | | |
|--|--|----------|-----------------|----------------|--------------|----------|-----------------|
| Company Number | Company Name | Document | Date of Receipt | Company Number | Company Name | Document | Date of Receipt |
| 254025 | GE Management Services Ireland Limited | CBM1 | 25/06/2020 | | | | |
| 637934 | Fitch Ratings Ireland Limited | CBM1 | 25/06/2020 | | | | |

European Communities (Cross Border Merger) Regulations 2008

Notice is hereby given that in accordance with Regulation 8 of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, notice was received by the Registrar of Companies on 24 June 2020 of a proposed merger between the following companies:

Fitch Ratings Ireland Limited (registered in Ireland company number 637934) and

Fitch Ratings España S.A.U. registered with the Barcelona Mercantile Registry, form B-97779, volume 44456 and folio 134.

The Form CBM1 which contains the details required by Regulation 8(1)(b) is set out below.

The Common Draft Terms of the proposed merger can be obtained from the Registrar of Companies at www.cro.ie

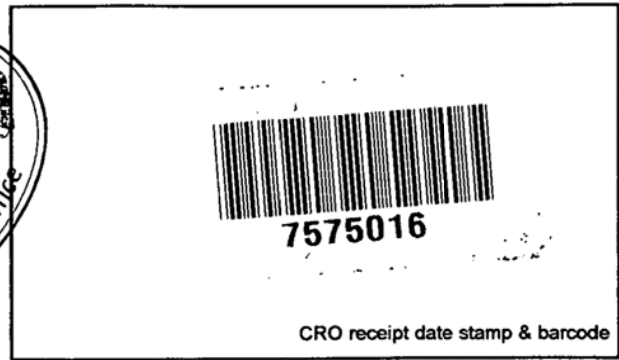
The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 10.00 am and 4.30 pm at the registered office of Fitch Ratings Ireland Limited, 39/40 Upper Mount Street, Dublin 2, DO2PR89, Ireland.

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 10.00 a.m and 4.30 pm at the registered office of Fitch Ratings Ireland Limited, 39/40 Upper Mount Street, Dublin 2, D02PR89, Ireland.



Draft terms of formation of Cross-Border Merger involving an Irish registered company

Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008



Company number

6 3 7 9 3 4

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

Company name

in full

Fitch Ratings Ireland Limited (the "Company")

Pursuant to Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is attached to this form.

Pursuant to Regulation 8(1)(a) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is available from the company website.

Type of merger

note one

By acquisition By formation of a new company By absorption

Company details

note two

Copies of the Common Draft Terms, the Directors' Explanatory Report and the Expert's Report where relevant, are available for inspection at the registered office of the company namely:

39/40 Upper Mount Street, Dublin 2, D02PR89, Ireland

Information relating to the Company is kept by the Registrar under registered number:

6 3 7 9 3 4

Legal form and law which governs the company:

Private company limited by shares governed by Parts 1-14 of the Companies Act 2014

Certification

note three

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form CBM1.

Signature

Name *in block letters or typescript*

David Samuel

Date

24th JUNE 2020

Presenter details

note four

Person to whom queries can be addressed

Name

LK Shields Solicitors

Address

40 Upper Mount Street, Dublin 2, D02PR89, Ireland

Telephone number

01 6661 0866

Fax number

Email

pdineen@lkshields.ie

Reference number 9094.9001

Particulars of the company's arrangements for exercise of the rights of creditors and members

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies:

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|---|
| As per the European Communities (Cross-Border Merger) Regulations 2008 as amended (the "Regulations"), all shareholders and creditors of the Company shall be permitted to inspect at the Company's registered office the relevant merger documents including the Common Draft Terms and the Directors' Explanatory Report. |
| Pursuant to Regulation 10 of the Regulations, the shareholders of the the Company will have the opportunity to consider the Common Draft Terms and approve same by passing a special resolution. |
| Regulation 12 (Protection of Minority Shareholders) of the Regulations does NOT apply as the Company has only two shareholders and neither of those shareholders can be constituted as minority shareholders. |
| Creditors of the Company may exercise their rights under Regulation 15 of the Regulations. |

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

| |
|--|
| Fitch Ratings Ireland Limited, |
| 39/40 Upper Mount Street, Dublin 2, D02PR89, Ireland |
| ATTN: The Board |
| |
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Particulars of other merging companies

Name of Company:

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| Fitch Ratings España S.A.U. (the "Transferor Company") |
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The registered office of the company:

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|---|
| Avenida Diagonal 601, 2 ^a , Barcelona, Spain |
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Legal form of the company and the law by which it is governed:

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| A Spanish public limited company ("sociedad anónima") incorporated under and subject to the laws of Spain, registered with the Barcelona Mercantile Registry, form B-97779, volume 44456 and folio 134 |
|--|

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: *note five*

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|---|
| All shareholders and creditors of the Transferor Company shall be permitted to inspect at the Transferor Company's registered office the relevant merger documents including the Common Draft Terms and the Directors' Explanatory Report. |
| |
| The Transferor Company has only one (sole) shareholder. There are NO minority shareholders. The sole shareholder of the Transferor Company will have the opportunity to consider the Common Draft Terms and approve same by passing a shareholders resolution in compliance with the applicable Spanish laws. |
| |
| The rights and obligations of the Transferor Company will transfer to the Company pursuant to the Regulations and applicable Spanish laws. The creditors of the Transferor Company may exercise their rights in accordance with the applicable Spanish laws. |

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

| |
|--|
| Fitch Ratings Ireland Limited |
| 39/40 Upper Mount Street, Dublin 2, D02PR89, Ireland |
| ATTN: The Board |

If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

note one

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If the Company is an EEA Company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:

| |
|--|
| Fitch Ratings España S.A.U. is registered with the Barcelona Mercantile Registry, form B-97779, volume 44456 and folio 134 |
| |

European Communities (Cross Border Merger) Regulations 2008

Notice is hereby given that in accordance with Regulation 8 of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, notice was received by the Registrar of Companies on 25 June 2020 of a proposed merger between the following companies:

GE Management Services Ireland Limited (registered in Ireland company number 254025)
and

Sophia GE registered with RCS Nanterre, 4 Rue Pablo Néruda 3e étage 92020 Nanterre cedex.

The Form CBM1 which contains the details required by Regulation 8(1)(b) is set out below.

The Common Draft Terms of the proposed merger can be obtained from the Registrar of Companies at www.cro.ie

The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 9.00 am and 5.00 pm at the registered office of GE Management Services Ireland Limited, 86-88 Lower Leeson Street, Dublin 2, D02 A668

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 9.00 a.m and 5.00 pm at the registered office of GE Management Services Ireland Limited, 86-88 Lower Leeson Street, Dublin 2, D02 A668



Draft terms of formation of Cross-Border Merger involving an Irish registered company

Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008

Company number

2 5 4 0 2 5



7575007

CRO receipt date stamp & barcode

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

Company name

in full

GE Management Services Ireland Limited

Pursuant to Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is attached to this form.

Pursuant to Regulation 8(1)(a) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is available from the company website.

By acquisition By formation of a new company By absorption

Type of merger

note one

Copies of the Common Draft Terms, the Directors' Explanatory Report and the Expert's Report where relevant, are available for inspection at the registered office of the company namely:

GE, 86-88 Lower Leeson Street, Dublin 2, D02 A668

Company details

note two

Information relating to the Company is kept by the Registrar under registered number:

2 5 4 0 2 5

Legal form and law which governs the company:

Private company limited by shares governed by the laws of Ireland

Certification

note three

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form CBM1.

Signature

Name *in block letters or typescript*

ASCAH HARMAN

Date

24 June 2020

Presenter details

note four

Person to whom queries can be addressed

Name

A&L Goodbody Solicitors

Address

North Wall Quay, IFSC, Dublin 1.

Telephone number

01 649 2325

Fax number **01 649 2649**

Email

kgallagher@algoodbody.com

Reference number **01431707**

Draft terms of formation of Cross-Border Merger involving an Irish registered company

Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008

CRO receipt date stamp & barcode

Company number

2 5 4 0 2 5

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

Company name
in full

GE Management Services Ireland Limited

Pursuant to Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is attached to this form.

Pursuant to Regulation 8(1)(a) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is available from the company website.

Type of merger
note one

By acquisition By formation of a new company By absorption

Company details
note two

Copies of the Common Draft Terms, the Directors' Explanatory Report and the Expert's Report where relevant, are available for inspection at the registered office of the company namely:

GE, 86-88 Lower Leeson Street, Dublin 2, D02 A668

Information relating to the Company is kept by the Registrar under registered number:

2 5 4 0 2 5


Legal form and law which governs the company:

Private company limited by shares governed by the laws of Ireland

Certification
note three

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form CBM1.

Signature



Name in block letters or typescript

Robert W. ...

Date

6/22/22

Presenter details
note four

Person to whom queries can be addressed

Name
Address

**A&L Goodbody Solicitors
North Wall Quay, IFSC, Dublin 1.**

Telephone number

01 649 2325

Fax number **01 649 2649**

Email

kgallagher@algoodbody.com

Reference number **01431707**

Particulars of the company's arrangements for exercise of the rights of creditors and members

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies:

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| The merger will be effected as a merger by absorption of Sophia GE into GE Management Services Ireland Limited. |
| Creditors of GE Management Services Ireland Limited may exercise their rights under Regulation 15 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the "Regulations") and are entitled to be heard in relation to the confirmation by the Irish Court of the merger. |
| Regulation 12 of the Regulations (Purchase of Minority Shares) does not apply as GE Management Services Ireland Limited is not a transferor company. A special resolution of the sole shareholder of GE Management Services Ireland Limited will be passed to approve the merger. |
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Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

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| GE Management Services Ireland Limited |
| GE, 86-88 Lower Leeson Street, Dublin 2, D02 A668 |
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Particulars of other merging companies

Name of Company:

Sophia GE

The registered office of the company:

204 Rond-Point du Pont de Sèvres

92100 Boulogne-Billancourt

France

Legal form of the company and the law by which it is governed:

Société par actions simplifiée

Governed by the laws of France

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: *note five*

The rights and obligations of creditors of Sophia GE will transfer to GE Management Services Ireland Limited pursuant to Regulation 19 of the Regulations.

Creditors of Sophia GE and GE Management Services Ireland Limited may oppose the merger in accordance with article L 236-14 of the French Commercial Code.

Sophia GE is a wholly-owned subsidiary of GE Management Services Ireland Limited and does not have any minority shareholders.

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

Sophia GE

204 Rond-Point du Pont de Sevres

92100 Boulogne-Billancourt, France

If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

note one

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If the Company is an EEA Company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:

RCS Nanterre, 4 rue Pablo Néruda 3e étage 92020 Nanterre cedex

Registration Number: 315 228 163

Particulars of other merging companies

Name of Company:

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The registered office of the company:

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Legal form of the company and the law by which it is governed:

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Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: *note five*

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Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

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If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

note one

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If the Company is an EEA Company, particulars of the national register in which the Company's file is kept and its registration number in that register, are as follows:

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NOTES ON COMPLETION OF FORM CBM1

These notes should be read in conjunction with the relevant legislation.

General This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed.

Where "not applicable", "nil" or "none" is appropriate, please state.

Where the space provided on Form CBM1 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.

For the purposes of this form, "EEA Company" means a company governed by the law of an EEA State other than Ireland. An EEA State is a State that is a contracting party to the Agreement on the European Economic Area, signed at Oporto on 2nd May 1992, as adjusted by the Protocol signed at Brussels on the 17th March 1993, and any subsequent amendments.

"Irish registered company" refers to a company incorporated in Ireland under the Companies Act and does not include a company registered in Northern Ireland.

note one Please tick the relevant box.

note two Any change of registered office must be notified to the CRO. Form B2 ought to be used for this purpose. Form B2 can be filed free of charge at www.core.ie.

note three This form **must** be certified by a director of the company on behalf of the Board.

note four This section must be completed by the person who is presenting Form CBM1 to the CRO. This may be either the applicant or a person on his/her behalf.

note five Where space is considered inadequate, a continuation sheet should be completed, in the same format as the relevant section.

Further information

CRO address When you have completed and signed the form, please file with the CRO. The Public Office is at Bloom House, Gloucester Place Lower, Dublin 1. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

Companies Registration Office, Bloom House, Gloucester Place Lower, Dublin 1.

Payment If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bank drafts must be drawn on a bank in the Republic of Ireland.

Please carefully study the explanatory notes above. A Form CBM1 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO pursuant to section 898 Companies Act 2014. Unless the document, duly corrected, is relogged in the CRO within 14 days, it will be deemed to have never been delivered to the CRO.

FURTHER INFORMATION ON COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM www.cro.ie OR BY E-MAIL info@cro.ie