

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0000/2019/J/1

CROSS BORDER MERGER GAZETTE

2nd January 2019

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 18 December 2018 of a proposed merger between the following companies:

VTB Commodities Trading Designated Activity Company (registered in Ireland Company number 511217) and

VTB Capital Trading Limited

Registered with Register of Companies of England and Wales, registered number 05694963.

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

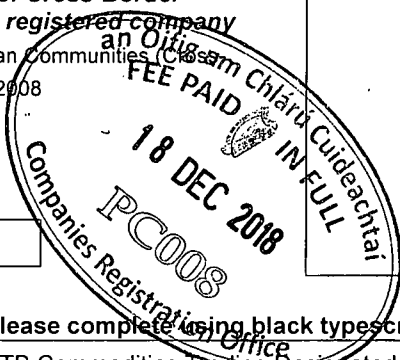
The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 9.30 am and 5.00 pm at the registered office of VTB Commodities Trading Designated Activity Company, Riverside One, Sir John Rogerson's Quay, Dublin 2.

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 9.30 a.m and 5.00 pm at the registered office of VTB Commodities Trading Designated Activity Company, Riverside One, Sir John Rogerson's Quay, Dublin 2.

Registrar of Companies



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

Company number

5	1	1	2	1	7	
---	---	---	---	---	---	--

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

Company name

in full

VTB Commodities Trading Designated Activity 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:

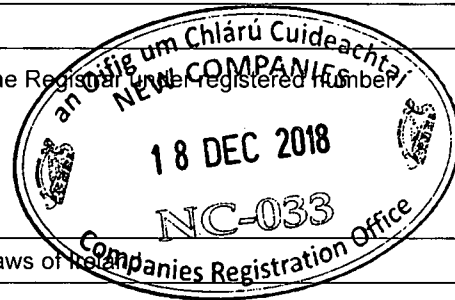
Riverside One, Sir John Rogerson's Quay, Dublin 2

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

5	1	1	2	1	7
---	---	---	---	---	---

Legal form and law which governs the company:

Designated Activity Company 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

[Handwritten Signature]

Name *in block letters or typescript*

S. TIWARI

Date

17 December 2018

Presenter details

note four

Name

Address

Telephone number

Email

Person to whom queries can be addressed

McCann FitzGerald

Riverside One, Sir John Rogerson's Quay, Dublin 2

01 829 0000

Fax number

01 829 0010

inquiries@mccannfitzgerald.ie

Reference number

305126.0002

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:

The sole shareholder of VTB Commodities Trading Designated Activity Company ("VTB
Ireland") who is entitled to the beneficial interest in its shareholding is a company within the VTB group
of companies. Accordingly, there are no minority shareholders holding a beneficial interest in VTB
Ireland whose rights need to be provided for.
Creditors of VTB Ireland may exercise their rights under Regulation 15 of the European Communities
(Cross-Border Mergers) Regulations 2008 (as amended) (the "Regulations"), pursuant to which any
creditor of VTB Ireland that is entitled to any debt or claim against VTB Ireland on the date of
publication of this notice is entitled to be heard by the Irish High Court when it confirms the
effectiveness of the merger pursuant to Regulation 14 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:

Riverside One, Sir John Rogerson's Quay, Dublin 2

Particulars of other merging companies

Name of Company:

VTB Capital Trading Limited

The registered office of the company:

14 Cornhill, London, EC3V 3ND, United Kingdom

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

Private limited company governed by the laws of England and Wales

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

VTB Ireland is the sole shareholder of VTB Capital Trading Limited ("VTB Trading") and is solely entitled to the beneficial interest in its shareholding.

The rights and obligations of the creditors of VTB Trading will transfer to VTB Ireland pursuant to

The Companies (Cross-Border Mergers) Regulations 2007 (the "UK Regulations") and the applicable laws of the United Kingdom.

Pursuant to regulation 11 of the UK Regulations, creditors may make an application to the UK High Court pursuant to which the UK High Court may summon a meeting of the creditors of VTB Trading.

Pursuant to regulation 14 of the UK Regulations, at such a meeting, the draft terms of the merger will need to be approved by a majority number, representing 75% in value of the creditor or class of creditors, present and voting either in person or by proxy.

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:

14 Cornhill, London, EC3V 3ND, United Kingdom

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

note one

--	--	--	--	--	--

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:

Register of Companies of England and Wales

Registered Number 05694963

Particulars of other merging companies

Name of Company:

Not applicable

The registered office of the company:

Not applicable

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

Not applicable

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

Not applicable

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:

Not applicable

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

note one

--	--	--	--	--	--	--	--	--	--

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:

Not applicable

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 bankdrafts 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