

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID:00002018/J/06

CROSS BORDER MERGER GAZETTE

7th February 2018

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 1 February 2018 of a proposed merger between the following companies:

S&P Global Ratings Europe Limited (registered in Ireland Company number 611431) and
Standard & Poor's Credit Market Services Europe Limited
Registered with the Companies House of 4 Abbey Orchard Street, Westminster, London,
SW1P 2HT, under number 07114748

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

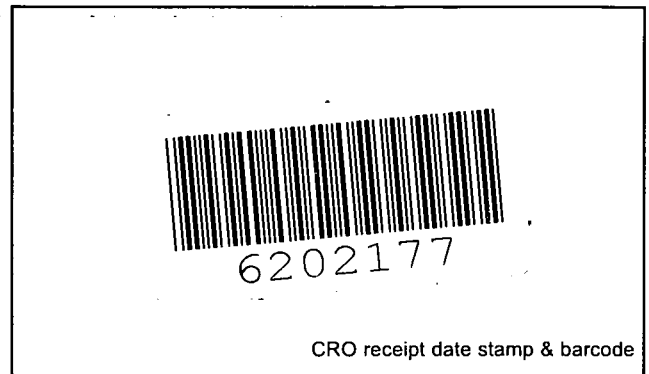
The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 9.30am and 5.00 pm at the registered office of S&P Global Ratings Europe Limited, 2nd Floor, 1-2 Victoria Buildings, Haddington Road, Dublin 4

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 9.30a.m and 5.00 pm at the registered office of S&P Global Ratings Europe Limited, 2nd Floor, 1-2 Victoria Buildings, Haddington Road, Dublin 4

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



Company number

6 1 1 4 3 1

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

Company name
in full

S&P Global Ratings Europe 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:

2nd Floor, 1-2 Victoria Buildings, Haddington Road, Dublin 4

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

6 1 1 4 3 1

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*

JAMES DOUSE

Date 30 January 2018

Presenter details
note four

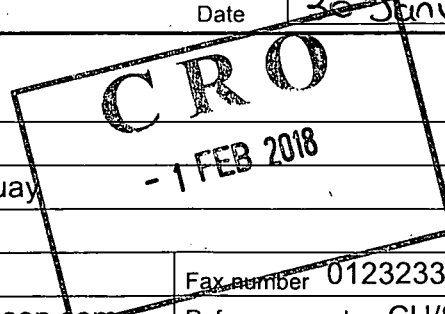
Person to whom queries can be addressed

Name
Address

Matheson
70 Sir John Rogerson's Quay
Dublin 2
012322000
sarahjayne.hanna@matheson.com

Fax number 012323333

Reference number CH/SJH/667651/1



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:

Pursuant to Regulation 10 of the European Communities (Cross-Border Mergers) Regulations 2008, as amended (the "Regulations"), a special resolution will be passed by the sole shareholder of the Company to approve the merger. Regulation 12 (Protection of Minority Shareholders) of the Regulations does not apply as the Company does not have any 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:

2nd Floor, 1-2 Victoria Buildings, Haddington Road, Dublin 4

Particulars of other merging companies

Name of Company:

Standard & Poor's Credit Market Services Europe Limited

The registered office of the company:

20 Canada Square, Canary Wharf, London, E14 5LH

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

A private limited company incorporated under 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*

The rights and obligations of the creditors of Standard & Poor's Credit Market Services Europe Limited will transfer to the Company pursuant to the Regulations and applicable English and Welsh law. The English court will consider the impact of the merger on the creditors of Standard & Poor's Credit Market Services Europe Limited when assessing how to exercise its discretion to issue a pre-merger certificate pursuant to Regulations 6 of The Companies (Cross-Border Mergers) Regulations 2007.
Standard & Poor's Credit Market Services Europe Limited will only have one shareholder, the Company. There will be no minority shareholders who might vote against the merger.

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:

In addition to the public filing of the CDT with the Companies House, upon request at the registered office of Standard & Poor's Credit Market Services Europe Limited stated above.
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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:

Standard & Poor's Credit Market Services Europe Limited is registered with the Companies House of 4 Abbey Orchard Street, Westminster, London, SW1P 2HT under number 07114748.
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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