



Gazette

ISSUE ID. 0000/2020/J/07
CROSS BORDER MERGER GAZETTE
08th July 2020

CRO GAZETTE, WEDNESDAY, 08th July 2020

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 02-July-20 AND 08-July-20							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
659610	XL Catlin Services SE	CBM1	02/07/2020				

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 29 June 2020 of a proposed merger between the following companies:

XL Catlin Services SE (registered in Ireland company number 659610) and

AXA Matrix Risk Consultants S.A.

Registered with Greffe du Tribunal de Commerce de Paris (Commercial and Companies Registry of Paris), 1 quai de Corse, 75198, Paris cedex 01, France. Registration Number 352 352 694 RCS Paris

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 p.m at the registered office of XL Catlin Services SE, XL House, 8 St. Stephens Green, Dublin 2

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 p.m. at the registered office of XL Catlin Services SE, XL House, 8 St. Stephens Green, 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

Company number

6 5 9 6 1 0



CRO receipt date stamp & barcode

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

Company name

in full

XL Catlin Services SE

☒ 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:

XL House, 8 St. Stephens Green, Dublin 2.

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

6 5 9 6 1 0

Legal form and law which governs the company:

Companies Act 2014

Societas Europaea

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

P. R. Kelly

PETER RICHARD KELLY

Date

29 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 KGR 01433396

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 merger will be effected as a merger by absorption of AXA Matrix Risk Consultants S.A. ("AXA Matrix") into XL Catlin Services SE ("XLCSE").
Creditors of XLCSE may exercise their rights under Regulation 15 of the European Communities (Cross-Border Mergers) Regulations 2008 as amended or supplemented (the "Regulations").
Regulation 12 of the Regulations (Purchase of Minority Shares) does not apply as XLCSE is not a transferor company. A special resolution of the sole shareholder of XLCSE will be passed to approve 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:

XL Catlin Services SE
XL House, 8 St. Stephens Green, Dublin 2.

Particulars of other
merging companies

Name of Company:

AXA Matrix Risk Consultants S.A.

The registered office of the company:

61 rue Mstislav Rostropovitch

CS 51140 75176 Paris Cedex 17

France

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

Société Anonyme

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 AXA Matrix will transfer to XLC SSE pursuant to Regulation 19 of the Regulations.

Creditors of AXA Matrix and XLC SSE may oppose the merger in accordance with article L 236-14 of the French Commercial Code.

AXA Matrix is a wholly-owned subsidiary of XLC SSE 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:

AXA Matrix Risk Consultants S.A.

61 rue Mstislav Rostropovitch

CS 51140 75176 Paris Cedex 17, 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:

Greffe du Tribunal de Commerce de Paris (Commercial and

Companies Registry of Paris), 1 quai de Corse, 75198, Paris cedex

01, France. Registration Number: 352 352 694 RCS Paris

Particulars of other merging companies

Name of Company:

The registered office of the company:

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

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

[illegible]

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:

☐

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:

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 relodged 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