



# Gazette

ISSUE ID: 0000/2021/J/27  
CROSS BORDER MERGER GAZETTE  
1 December 2021

CRO GAZETTE, WEDNESDAY, 1 December 2021

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 24-NOV-21 AND 30-NOV-21							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
354382	DEPFA ACS Bank Designated Activity Company	CBM1	23/11/2021				
348819	DEPFA Bank Public Limited Company	CBM1	23/11/2021				
695731	BSCH III Designated Activity Company	Court Order	23/11/2021				
695732	GLQC II Designated Activity Company	Court Order	23/11/2021				

## **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 23 November 2021 of a proposed merger between the following companies:

DEPFA ACS Bank Designated Activity Company (registered in Ireland company number 354382) and

BAWAG P.S.K. Bank für Arbeit und Wirtschaft und Österreichische Postsparkasse Aktiengesellschaft.

Registered with the Austrian commercial register under number 205340x.

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](http://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 5.00 p.m at the registered office of DEPFA ACS Bank Designated Activity Company, Block 5 Irish Life Centre, Lower Abbey Street, Dublin 1, D01 P767, 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 5.00 p.m. at the registered office of DEPFA Bank Public Limited Company, Block 5 Irish Life Centre, Lower Abbey Street, Dublin 1, D01 P767, Ireland.

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

code

Company number

3 5 4 3 8 2

SR 737175

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

**Company name**  
in full

DEPFA ACS BANK DAC

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:

Block 5 Irish Life Centre, Lower Abbey Street, Dublin 1, D01 P767, Ireland

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

3 5 4 3 8 2

Legal form and law which governs the company:

Designated activity company (limited by shares) under Irish law

**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

*Fiona Flannery*

Name in block letters or typescript

FIONA FLANNERY

Date 19<sup>th</sup> Nov. 2021

**Presenter details**  
note four

Person to whom queries can be addressed

Name

Caitríona Nic Bhloscaidh

Address

Mason Hayes & Curran, South Bank House, Barrow Street, Dublin 4,

D04TR29

Telephone number

016145000

Fax number

Email

cnicbhloscaidh@mhc.ie

Reference number 42920.61

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:

See continuation sheet

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:

Block 5 Irish Life Centre, Lower Abbey Street, Dublin 1, D01 P767, Ireland

Particulars of other  
merging companies

Name of Company:

BAWAG P.S.K. Bank für Arbeit und Wirtschaft und Österreichische
Postsparkasse Aktiengesellschaft

The registered office of the company:

registered office in Vienna, Austria and business address at Wiedner Gürtel
11, 1100 Vienna, Austria

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

Stock corporation under Austrian law

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

See continuation sheet

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:

Wiedner Gürtel 11, 1100 Vienna, Austria

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:

The Austrian commercial register under no. 205340x

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*


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:


**CBM1 Continuation Sheet**

**DEPFA ACS Bank DAC**

**Company number: 354382**

DEPFA ACS Bank DAC has no minority members.

Upon the Merger becoming effective, DEPFA ACS Bank DAC will transfer all of its assets and liabilities to BAWAG P.S.K. Bank für Arbeit und Wirtschaft und Österreichische Postsparkasse Aktiengesellschaft ("**BAWAG**") and DEPFA ACS Bank DAC will be dissolved without going into liquidation.

On the Effective Date, the liabilities of DEPFA ACS Bank DAC will be assumed by operation of law by BAWAG. Any contracts between DEPFA ACS Bank DAC and its creditors will be treated under Irish law and Austrian law as being concluded with BAWAG.

The Merger will not affect the existing rights of the creditors of BAWAG. The creditors of BAWAG can obtain creditor protection in accordance with § 3 (2) Austrian EU-Merger Act ("**EU-VerschG**") in conjunction with, § 226 Austrian Stock Corporation Act (Aktiengesetz) ("**AktG**") if they apply for such protection within six months after publication of the registration of the Merger in the Austrian commercial register. Such creditors shall be provided with security unless they can demand satisfaction; however, the creditors shall only be entitled to this right if they substantiate that the Merger jeopardizes the satisfaction of their claims. The right to demand security is not available to those creditors who, in the insolvency proceedings, have a right to preferential satisfaction from a cover pool established for their protection in accordance with statutory provisions and monitored by the authorities. The holders of bonds and profit participation rights must be granted equivalent rights or the change of rights or the right itself must be adequately compensated.

BAWAG is a member of Einlagensicherung AUSTRIA Ges.m.b.H. In Austria, deposit protection and investor compensation are regulated by the Deposit Guarantee Schemes and Investor Compensation Act (*Einlagensicherungs- und Anlegerentschädigungsgesetz*). Pursuant to § 37a (5) Austrian Banking Act (Bankwesengesetz) BAWAG is subject to certain customer information obligations. Depositors are entitled to withdraw eligible deposits or to transfer these to another credit institution free of charge within a period of three months after notification of the merger.



## **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 23 November 2021 of a proposed merger between the following companies:

DEPFA Bank Public Limited Company (registered in Ireland company number 348819) and

BAWAG P.S.K. Bank für Arbeit und Wirtschaft und Österreichische Postsparkasse Aktiengesellschaft.

Registered with the Austrian commercial register under number 205340x.

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](http://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 5.00 p.m at the registered office of DEPFA Bank, Block 5 Irish Life Centre, Lower Abbey Street, Dublin 1, D01 P767,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 5.00 p.m. at the registered office of DEPFA Bank Public Limited Company, Block 5 Irish Life Centre, Lower Abbey Street, Dublin 1, D01 P767, Ireland.

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 & barcode

Company number

3 4 8 8 1 9

SA 737172

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

Company name in full

DEPFA BANK plc

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:

Block 5 Irish Life Centre, Lower Abbey Street, Dublin 1, D01 P767, Ireland

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

3 4 8 8 1 9

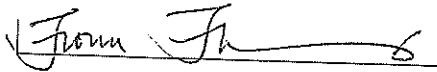
Legal form and law which governs the company:

Public limited company under Irish law

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

FIONA FLANNERY

Date 19/11/2021

Presenter details note four

Person to whom queries can be addressed

Name

Caitriona Nic Bhloscaidh

Address

Mason Hayes & Curran, South Bank House, Barrow Street, Dublin 4,  
D04TR29

Telephone number

016145000

Fax number

Email

cnicbhloscaidh@mhc.ie

Reference number 42920.61

**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:

See continuation sheet

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:

Block 5 Irish Life Centre, Lower Abbey Street, Dublin 1, D01 P767, Ireland

Particulars of other merging companies

Name of Company:

BAWAG P.S.K. Bank für Arbeit und Wirtschaft und Österreichische Postsparkasse Aktiengesellschaft

The registered office of the company:

registered office in Vienna, Austria and business address at Wiedner Gürtel 11, 1100 Vienna, Austria

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

Stock corporation under Austrian law

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

See continuation sheet

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:

Wiedner Gürtel 11, 1100 Vienna, Austria

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:

The Austrian commercial register under no. 205340x

**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*


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](http://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](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)

## CBM1 Continuation Sheet

DEPFA Bank plc

Company number: 348819

DEPFA Bank plc has no minority members.

Upon the Merger becoming effective, DEPFA Bank plc will transfer all of its assets and liabilities to BAWAG P.S.K. Bank für Arbeit und Wirtschaft und Österreichische Postsparkasse Aktiengesellschaft ("BAWAG") and DEPFA Bank plc will be dissolved without going into liquidation.

On the Effective Date, the liabilities of DEPFA Bank plc will be assumed by operation of law by BAWAG. Any contracts between DEPFA Bank plc and its creditors will be treated under Irish law and Austrian law as being concluded with BAWAG.

The Merger will not affect the existing rights of the creditors of BAWAG. The creditors of BAWAG can obtain creditor protection in accordance with § 3 (2) Austrian EU-Merger Act ("EU-VerschG") in conjunction with, § 226 Austrian Stock Corporation Act (Aktiengesetz) ("AktG") if they apply for such protection within six months after publication of the registration of the Merger in the Austrian commercial register. Such creditors shall be provided with security unless they can demand satisfaction; however, the creditors shall only be entitled to this right if they substantiate that the Merger jeopardizes the satisfaction of their claims. The right to demand security is not available to those creditors who, in the insolvency proceedings, have a right to preferential satisfaction from a cover pool established for their protection in accordance with statutory provisions and monitored by the authorities. The holders of bonds and profit participation rights must be granted equivalent rights or the change of rights or the right itself must be adequately compensated.

BAWAG is a member of Einlagensicherung AUSTRIA Ges.m.b.H. In Austria, deposit protection and investor compensation are regulated by the Deposit Guarantee Schemes and Investor Compensation Act (*Einlagensicherungs- und Anlegerentschädigungsgesetz*). Pursuant to § 37a (5) Austrian Banking Act (Bankwesengesetz) BAWAG is subject to certain customer information obligations. Depositors are entitled to withdraw eligible deposits or to transfer these to another credit institution free of charge within a period of three months after notification of the merger.

### **European Communities (Cross Border Merger) Regulations 2008**

Notice is hereby given that in accordance with Regulation 17 (2) of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, a copy of a court order issued by the High Court of Ireland was received by the Registrar of Companies on 23 November 2021, concerning the proposed merger between the following companies:

BSCH 111 Designated Activity Company Limited (registered in Ireland Company No. 695731) and

Broad Street Credit Holdings Europe S.á.r.l. Registered with The Luxembourg Trade and Company Register under number  
B 227.143

A copy of the court order is attached.

Registrar of Companies



TUESDAY THE 21<sup>ST</sup> DAY OF SEPTEMBER 2021  
BEFORE MR JUSTICE MCDONALD

IN THE MATTER OF AN APPLICATION UNDER REGULATION 13 OF THE  
EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS) REGULATIONS  
2008 (SI 157/2008)

AND

IN THE MATTER OF BSCH III DESIGNATED ACTIVITY COMPANY  
IN THE MATTER OF AN APPLICATION UNDER REGULATION 14 OF THE  
EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS) REGULATIONS  
2008 (SI 157/2008)

AND

IN THE MATTER OF BSCH III DESIGNATED ACTIVITY COMPANY  
AND BROAD STREET CREDIT HOLDINGS EUROPE S.À R.L

The Motion of Counsel for BSCH III Designated Activity Company (the  
“**Company**”) and Broad Street Credit Holdings Europe S.À R.L (collectively the  
“**Merging Companies**”) pursuant to Originating Notice of Motion filed on the 14<sup>th</sup>  
day of July 2021 seeking an Order pursuant to Regulation 13 of the European  
Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the  
“**European Cross-Border Mergers Regulations**”) issuing a pre - merger certificate  
to the Company confirming its proper compliance with the pre – merger  
requirements set out in Regulations 5-13 of the European Cross-Border Mergers  
Regulations

And seeking an Order pursuant to Regulation 14 of the European Cross-  
Border Mergers Regulations confirming scrutiny of the legality of the proposed  
cross-border merger between the Merging Companies as regards that part of the  
merger procedure which concerns the completion of the cross-border merger coming  
on for hearing this day in the presence of Counsel for the Merging Companies



A COPY WHICH I ATTEST  
*Amy Cleve Keary*  
FOR REGISTRAR

And upon reading the said Originating Notice of Motion herein which issued on the 14<sup>th</sup> day of July 2021 the Affidavit of Niall Kearney filed on the 14<sup>th</sup> day of July 2021 the Affidavit of John Whittaker filed on the 15<sup>th</sup> day of September 2021 and the documents and exhibits therein referred to including a copy of the "*Irish Independent*" newspaper a copy of the "*Irish Examiner*" newspaper a copy of the "*International Edition of the Financial Times*" newspaper and a copy of the "*Oifigiuil*" publication all of the 3<sup>rd</sup> day of August 2021 and each containing an advertisement of the date and time appointed for the hearing of the Merging Companies' application for an Order pursuant to Regulation 14 of the European Cross-Border Mergers Regulations confirming scrutiny of the legality of the proposed cross-border merger between the Merging Companies

And the said Originating Notice of Motion herein having come on for hearing today Tuesday the 21<sup>st</sup> day of September 2021 at 11 am

And on hearing said Counsel for the Merging Companies

And no other person attending on behalf of any creditor member or other interested party of the Merging Companies

**THE COURT DOTH CERTIFY** that the Company as the successor company for the purpose of the proposed cross-border merger has completed properly the pre-merger requirements of the European Cross-Border Mergers Regulations within the meaning of Regulation 13 thereof for a merger with Broad Street Credit Holdings Europe S.À R.L and hereby directs that a pre-merger certificate in the form prescribed by Order 75 Rule 21 of the Rules of the Superior Courts issue to the Company as confirmation of such

**AND THE COURT** being satisfied that the conditions set out in Regulation 14(3) of the Regulations have been met

**THE COURT DOTH MAKE AN ORDER** pursuant to Regulation 14 of the Regulations confirming scrutiny of the legality of the proposed cross-border merger between the Merging Companies as regards that part of the merger procedure which concerns the completion of the cross-border merger

And **IT IS FURTHER ORDERED** that the date and time on which the above merger is to have effect be set as 22.59 hours Greenwich Mean Time on the 31<sup>st</sup> day of October 2021

Liberty to the Merging Companies to apply

**MARY CLARE KEARNEY**  
**REGISTRAR**  
**Perfected: 21<sup>st</sup> September 2021**

Matheson  
Solicitors for the Merging Companies

### **European Communities (Cross Border Merger) Regulations 2008**

Notice is hereby given that in accordance with Regulation 17 (2) of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, a copy of a court order issued by the High Court of Ireland was received by the Registrar of Companies on 23 November 2021, concerning the proposed merger between the following companies:

GLQC 11 Designated Activity Company Limited (registered in Ireland Company No. 695732) and

GLQC S.á.r.l. Registered with The Luxembourg Trade and Company Register under number B 226.524.

A copy of the court order is attached.

Registrar of Companies

THE HIGH COURT

2021 No 168 COS

[2021 No 79 COM]

TUESDAY THE 21<sup>ST</sup> DAY OF SEPTEMBER 2021

BEFORE MR JUSTICE MCDONALD

IN THE MATTER OF AN APPLICATION UNDER REGULATION 13 OF  
THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS)  
REGULATIONS 2008 (SI 157/2008)

AND

IN THE MATTER OF GLQC II DESIGNATED ACTIVITY COMPANY

AND

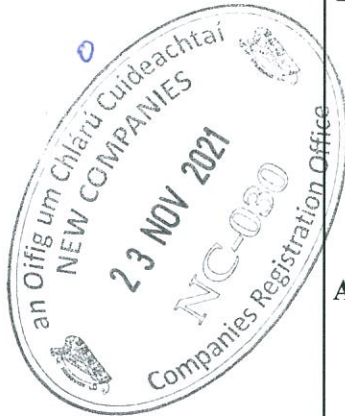
IN THE MATTER OF AN APPLICATION UNDER REGULATION 14 OF  
THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS)  
REGULATIONS 2008 (SI 157/2008)

AND

IN THE MATTER OF GLQC II DESIGNATED ACTIVITY COMPANY AND  
GLQC S.À R.L.

The Motion of Counsel for GLQC II Designated Activity Company (the “Company”) and GLQC S.À R.L (collectively the “Merging Companies”) pursuant to Originating Notice of Motion filed on the 14<sup>th</sup> day of July 2021 seeking an Order pursuant to Regulation 13 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the “European Cross-Border Mergers Regulations”) issuing a pre - merger certificate to the Company confirming its proper compliance with the pre – merger requirements set out in Regulations 5-13 of the European Cross-Border Mergers Regulations

And seeking an Order pursuant to Regulation 14 of the European Cross-Border Mergers Regulations confirming scrutiny of the legality of the proposed cross-border merger between the Merging Companies as regards that part of the



A COPY WHICH I ATTEST  
*Mary Clare Kenny*  
FOR REGISTRAR

merger procedure which concerns the completion of the cross-border merger coming on for hearing this day in the presence of Counsel for the Merging Companies

And upon reading the said Originating Notice of Motion herein which issued on the 14<sup>th</sup> day of July 2021 the Affidavit of Niall Kearney filed on the 14<sup>th</sup> day of July 2021 the Affidavit of John Whittaker filed on the 15<sup>th</sup> day of September 2021 and the documents and exhibits therein referred to including a copy of the "*Irish Independent*" newspaper a copy of the "*Irish Examiner*" newspaper a copy of the "*International Edition of the Financial Times*" newspaper and a copy of the "*Iris Oifigiuil*" publication all of the 3<sup>rd</sup> day of August 2021 and each containing an advertisement of the date and time appointed for the hearing of the Merging Companies' application for an Order pursuant to Regulation 14 of the European Cross-Border Mergers Regulations confirming scrutiny of the legality of the proposed cross-border merger between the Merging Companies

And the said Originating Notice of Motion herein having come on for hearing today Tuesday the 21<sup>st</sup> day of September 2021 at 11 am

And on hearing said Counsel for the Merging Companies

And no other person attending on behalf of any creditor member or other interested party of the Merging Companies

**THE COURT DOTH CERTIFY** that the Company, as the successor company for the purpose of the proposed cross-border merger, has completed properly the pre-merger requirements of the European Cross-Border Mergers Regulations within the meaning of Regulation 13 thereof for a merger with GLQC S.À R.L and hereby directs that a pre-merger certificate in the form prescribed by Order 75 Rule 21 of the Rules of the Superior Courts issue to the Company as confirmation of such

**AND THE COURT** being satisfied that the conditions set out in Regulation 14(3) of the Regulations have been met

**THE COURT DOTH MAKE AN ORDER** pursuant to Regulation 14 of the Regulations confirming scrutiny of the legality of the proposed cross-border merger between the Merging Companies as regards that part of the merger procedure which concerns the completion of the cross-border merger

And **IT IS FURTHER ORDERED** that the date and time on which the above merger is to have effect be set as 22.59 hours Greenwich Mean Time on the 31<sup>st</sup> day of October 2021

Liberty to the Merging Companies to apply

**MARY CLARE KEARNEY**  
**REGISTRAR**  
**Perfected 21st September 2021**

Matheson  
Solicitors for the Merging Companies