



# Gazette

ISSUE ID: 0000/2022/J/01  
CROSS BORDER MERGER GAZETTE  
12 January 2022

CRO GAZETTE, WEDNESDAY, 12 January 2022

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 5-JAN-22 AND 11-JAN-22							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
519834	Tendercapital Alternative Funds Public Limited Company	Court Order	23/12/2021				
711190	Isdalen SE	Societas Europaea	21/12/2021				
711191	Business Fund SE	Societas Europaea	21/12/2021				

### **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 December 2021, concerning the proposed merger between the following companies:

Tendercapital Alternative Funds Public Limited Company (registered in Ireland Company No. 519834) and

Compagnie Financiere St. Exupery Sicav-SIF. Registered with The Luxembourg Trade and Company Register under number BH74133.

A copy of the court order is attached.

Registrar of Companies



7521305

THE HIGH COURT

COMMERCIAL

2021 No. 279 COS

(2021 No. 124 COM)

THURSDAY THE 23<sup>RD</sup> DAY OF DECEMBER 2021

BEFORE MR JUSTICE O'MOORE

IN THE MATTER OF TENDERCAPITAL ALTERNATIVE FUNDS PLC

AND

IN THE MATTER OF COMPAGNIE FINANCIERE ST. EXUPERY SICAV-SIF

AND

IN THE MATTER OF APPLICATIONS PURSUANT TO REGULATIONS 13 AND 14 THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS) REGULATIONS 2008

TENDERCAPITAL ALTERNATIVE FUNDS PLC AND COMPAGNIE FINANCIERE ST. EXUPERY SICAV-SIF

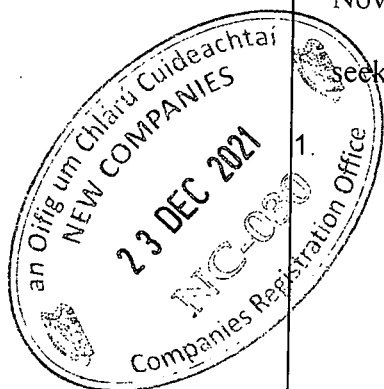
APPLICANTS

The Motion of Counsel for Tendercapital Alternative Funds plc (**Tendercapital**) and Compagnie Financiere St. Exupery SICAV-SIF (the **SICAV**) the Applicants herein, pursuant to an Originating Notice of Motion herein dated the 17<sup>th</sup> day of November 2021, coming on for hearing on Tuesday 21<sup>st</sup> day of December 2021

seeking the following reliefs:

A certificate from this Honourable Court pursuant to Regulation 13 of the European Communities (Cross-Border Mergers) Regulations 2008 (the **Irish Regulations**) stating that this Honourable Court is satisfied that Tendercapital has completed the pre-merger requirements under a proposed cross-border merger to be entered into between the SICAV, the transferor company, and Tendercapital, the successor company, upon the terms of the

A COPY WHICH I ATTEST  
FOR REGISTRAR



**THE HIGH COURT**

Common Draft Terms of Merger (the Common Draft Terms), which is set forth in the Annex to the said Originating Notice of Motion.

2. That the Court make an order pursuant to Regulation 14 of the Irish Regulations, confirming scrutiny of the legality of the Proposed Merger as regards that part of the procedure which concerns the completion of the Proposed Merger, so that Tendercapital and the SICAV may merge upon the terms of the Common Draft Terms and Tendercapital shall be the "Successor Company" as defined in the Irish Regulations.
3. Further or other relief.

Whereupon and on reading the said Originating Notice of Motion, the Affidavit of Raymond O'Neill sworn on the 17<sup>th</sup> day of November 2021 and the Supplementary Affidavit of Raymond O'Neill sworn on the 24<sup>th</sup> day of November 2021 and the Affidavit of Christian Currivan sworn on the 30<sup>th</sup> day of November 2021 and the Supplementary Affidavit of Christian Currivan sworn on the 17<sup>th</sup> day of December 2021 and the documents and exhibits referred to in the said Affidavits, inter alia confirming the Applicants' compliance with the directions of this Court to advertise the hearing of the Originating Notice of Motion,

And there being no appearance by or on behalf of any party other than the Applicants,

And on hearing Counsel for the Applicants

**THE COURT ADJOURNED** the matter to 2pm on Thursday the 23<sup>rd</sup> day of December 2021

And, on the said adjourned date, upon reading the Affidavit of Tom Casey sworn on the 23<sup>rd</sup> day of December 2021 to which was exhibited the certificate from the Luxembourg competent authority confirming that the SICAV has completed the pre-merger requirements under Luxembourg law,

**THE HIGH COURT**

And on further hearing counsel for Tendercapital with regard to that company's application for a certificate pursuant to Regulation 13 of the Irish Regulations,

**THE COURT DOTH CERTIFY** that Tendercapital, as the successor company for the purpose of the proposed cross-border merger, has completed properly the pre-merger requirements of the Irish Regulations within the meaning of Regulation 13 thereof in respect of a proposed merger with the SICAV, and **HEREBY DIRECTS** that a pre-merger certificate in the form prescribed by Order 75 Rule 21 of the Superior Court Rules issue to the Applicant as confirmation of such.

And on further hearing Counsel for the Applicants in respect of their joint application for an order pursuant to Regulation 14 of the Irish Regulations

And no other person appearing on behalf of any creditor or member of, or other interested party in, Tendercapital or the SICAV.

**IT IS ORDERED AND CONFIRMED** that pursuant to Regulation 14 of the Irish Regulations, the Court has completed the scrutiny and confirmed the legality of the Merger as regards that part of the procedure which concerns the completion of the Merger, so that Tendercapital and the SICAV may merge upon the terms of the Common Draft Terms and Tendercapital shall be the "Successor Company" as defined in the Irish Regulations

**AND IT IS ORDERED** that pursuant to Regulation 14 of the Irish Regulations, the Proposed Merger shall take effect at 11am (Irish time) on the 31<sup>st</sup> day of December 2021

**JOHN MEEHAN  
REGISTRAR**

**Perfected this 23<sup>rd</sup> day of December 2021**

A & L Goodbody  
Solicitors for the Applicants

COUNCIL REGULATION (EC) NO. 2157/2001 ON THE STATUTE FOR A EUROPEAN COMPANY (SE) AND EUROPEAN COMMUNITIES (EUROPEAN PUBLIC LIMITED- LIABILITY COMPANY) REGULATIONS 2007.

Notice is hereby given pursuant to the above Regulation of the registration of ISDALEN SE Number 711190 (A Societas Europaea) at the Companies Registration Office, Dublin in the Republic of Ireland on 7 January 2022 and that the said Societas Europaea is registered with the number 711190 and in relation to the Societas Europaea as so registered the following particulars are given pursuant to the Regulations:

- A. ISDALEN SE
- B. Registration Number- 711190
- C. Date and Place of Registration- 7 January 2022-Dublin ,Ireland
- D. Registered Office- 69 Esker Wood Drive,Lucan, Co. Dublin
- E. Sector Activity-Financial Services

Registrar

COUNCIL REGULATION (EC) NO. 2157/2001 ON THE STATUTE FOR A EUROPEAN COMPANY (SE) AND EUROPEAN COMMUNITIES (EUROPEAN PUBLIC LIMITED- LIABILITY COMPANY) REGULATIONS 2007.

Notice is hereby given pursuant to the above Regulation of the registration of Business Fund SE Number 711191 (A Societas Europaea) at the Companies Registration Office, Dublin in the Republic of Ireland on 7 January 2022 and that the said Societas Europaea is registered with the number 711191 and in relation to the Societas Europaea as so registered the following particulars are given pursuant to the Regulations:

- A. Name- Business Fund SE
- B. Registration Number – 711191
- C. Date and Place of Registration – 7 January 2022 - Dublin, Ireland
- D. Registered Office – 69 Esker Wood Drive, Lucan, Co. Dublin
- E. Sector Activity- Financial Services.

Registrar