

**CRO**

COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



# **Gazette**

**ISSUE ID:00002018/J/33**

**CROSS BORDER MERGER GAZETTE**

**15th August 2018**

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 07-AUG-18 AND 14-AUG-18							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
181767	HSBC Institutional Trust Services (Ireland) Designated Activity Company	CBM1	07/08/2008				
583571	Sorfinn Limited	CBM1	08/08/2018				

## **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 7 August 2018 of a proposed merger between the following companies:

HSBC Institutional Trust Services (Ireland) Designated Activity Company (registered in Ireland company number 181767) and

HSBC France

Registered with the Trade and Companies Register of Paris with registered number 775670284

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 9.30am and 5.00 pm at the registered office of HSBC Institutional Trust Services (Ireland) Designated Activity Company, 1 Grand Canal Square, Grand Canal Harbour, Dublin 2, Ireland.

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 HSBC Institutional Trust Services (Ireland) Designated Activity Company, 1 Grand Canal Square, Grand Canal Harbour, Dublin 2, Ireland.

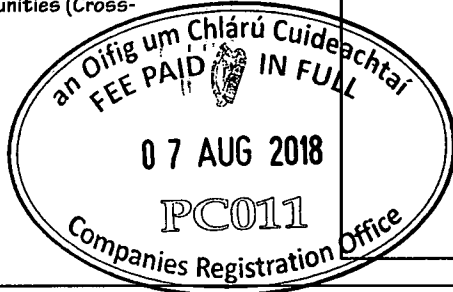
Registrar of Companies

**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

Company number

1 8 1 7 6 7



CRO receipt date stamp & barcode

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

**Company name**

*in full*

HSBC INSTITUTIONAL TRUST SERVICES (IRELAND) 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:

1 GRAND CANAL SQUARE, GRAND CANAL HARBOUR  
DUBLIN 2

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

1 8 1 7 6 7

Legal form and law which governs the company:

Designated activity company governed by Part 16 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*

CIARA HOULIHAN

Date

07/08/2018

**Presenter details**

*note four*

Person to whom queries can be addressed

Name

Matheson

Address

70 Sir John Rogerson's Quay, Dublin 2 Ireland

Telephone number

01 232 2000

Fax number 01 232 3333

Email

matheson@matheson.com

Reference number DM/ER 7380/563

**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 HSBC Institutional Trust Services (Ireland) DAC ("HTIE") is HSBC France ("HBFR"). The merger will be a merger by absorption.
Pursuant to Regulation 11 of the European Communities (Cross-Border Merger) Regulations, as amended (the "Regulations"), shareholder approval of HTIE is not required as HTIE is a transferor company in a merger by absorption.
Regulation 12 (Protection of Minority Shareholders) of the Regulations does not apply as the Company is wholly-owned by HBFR.
If the proposed Merger becomes effective, all rights and obligations of the creditors of HTIE will transfer to HBFR pursuant to Regulation 19 of the Regulations and applicable French law.

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:

HSBC INSTITUTIONAL TRUST SERVICES (IRELAND) DESIGNATED ACTIVITY COMPANY
1 GRAND CANAL SQUARE, GRAND CANAL HARBOUR, DUBLIN 2

**Particulars of other merging companies**

Name of Company:

HSBC FRANCE

The registered office of the company:

103 Avenue des Champs-Elysees
Paris
France

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

Societe 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 HTIE will be transferred to HBFR pursuant to the Regulations and applicable French law.
There are no minority members of HTIE since its issued share capital is 100% owned by HBFR.
Creditors of HTIE will become creditors of HBFR upon the merger taking effect.
The assets and liabilities of HTIE will transfer to HBFR pursuant to the Regulations and applicable French law.

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:

103 Avenue des Champs-Elysees
Paris
France

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:

Registered with the Trade and Companies Register of Paris
under number 775670284



## 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 14 Parnell Square, Dublin 1. The DX number for the CRO is 145001. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

Mergers Section, Companies Registration Office, 14 Parnell Square, 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](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)**



## **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 8 August 2018 of a proposed merger between the following companies:

Sorfinn Limited (registered in Ireland company number 583571) and

Davide Campari – Milano S.p.A

Registered with the Registry of the Milan, Monza, Brianza and Lodi Metropolitan Chamber of Commerce with registered number 09755850964

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 9.30am and 5.00 pm at the registered office of Sorfinn Limited, 70 Sir John Rogerson's Quay, Dublin 2, Ireland.

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 Sorfinn Limited, 70 Sir John Rogerson's Quay, Dublin 2, 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

Company number

5 8 3 5 7 1



CRO receipt date stamp & barcode

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

**Company name**

*in full*

Sorfinn Limited

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:

70 Sir John Rogerson's Quay, Dublin 2, Ireland

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

5 8 3 5 7 1

Legal form and law which governs the company:

Private company limited by shares governed by Parts 1 to 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*

*Claudio Vigliano*

CLAUDIO VIGLIANO

Date

02/07/2018

**Presenter details**

*note four*

Person to whom queries can be addressed

Name

Matheson

Address

70 Sir John Rogerson's Quay, Dublin 2, Ireland

Telephone number

(01) 232 2000

Fax number (01) 232 3333

Email

matheson@matheson.com

Reference number PE/SJH 662781/11

**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 11 of the European Communities (Cross-Border Merger) Regulations 2008, as amended (the "Regulations"), approval of the shareholder of Sorfinn Limited (the "Company") is not required as the cross-border merger will be effected as a merger by absorption of a wholly-owned subsidiary. Regulation 12 (Protection of Minority Shareholders) of the Regulations does not apply as the Company is a wholly-owned subsidiary of Davide Campari-Milano S.p.A. (the "Shareholder").
Following the merger, the creditors of the Company will become the creditors of the Shareholder, and the merger will not therefore affect the rights of the creditors of the Company. Creditors of the Company may exercise their rights under Regulation 15 of the Regulations.
The Shareholder and creditors of the Company shall be permitted to inspect at the registered office of the Company, the relevant merger documents including the common draft terms of 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:

Sorfinn Limited
70 Sir John Rogerson's Quay, Dublin 2, Ireland

**Particulars of other merging companies**

Name of Company:

Davide Campari - Milano S.p.A.

The registered office of the company:

Via Franco Sacchetti, 20 – 20099 Sesto San Giovanni, Italy

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

Public limited company governed by the laws of Italy

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 Company will transfer to the Shareholder pursuant to the Regulations and applicable Italian laws. The creditors of the Shareholder may exercise their rights in accordance with applicable Italian laws.
In accordance with applicable Italian laws, the merger shall be approved by the board of directors of the Shareholder, without prejudice to the right of shareholders of the Shareholder who represent at least 5% of the share capital of the Shareholder to request the approval of the merger to be made by means of a shareholder resolution.

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:

Davide Campari - Milano S.p.A.
Via Franco Sacchetti, 20 – 20099 Sesto San Giovanni, Italy

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:

Registry of the Milan, Monza, Brianza, and Lodi Metropolitan Chamber of Commerce, registration number 09755850964.



## 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)**