

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID:00002018/J/20

CROSS BORDER MERGER GAZETTE

16th May 2018

CRO GAZETTE, WEDNESDAY, 16th May 2018

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 03-MAY-18 AND 15-MAY-18							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
408985	Clicstone Limited	Court Order	15/05/2018				
611431	S&P Global Ratings Europe Limited	Court Order	03/05/2018				

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 15 May 2018, concerning the proposed merger between the following companies:

Clicstone Limited (registered in Ireland Company No.408985 and

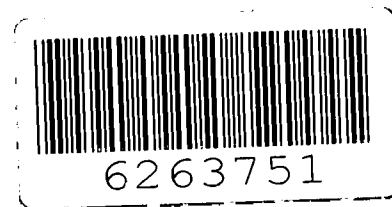
Diskus Einhundertachtundneunzigste Beteiligungs – und Verwaltungs – GMBH. Registered with The Commercial Register of the local court of Frankfurt am under HRB 75909.

A copy of the court order is attached.

Registrar of Companies



COURTS SERVICE
An tSeirbhís Chúirteanna



The Registrar of Companies,
Companies Registration Office,
Parnell House,
14 Parnell Square,
Dublin 1.



10th day of May 2018

**Re: In the matter of a Merger between CLICSTONE LIMITED AND DISKUS
EINHUNDERTACHTUNDNEUNZIGSTE BETEILIGUNGS - UND
VERWALTUNGS - GMBH**

High Court Record Number 2017 No 108 COS

Dear Registrar,

Pursuant to Order 75 Rule 26(5) of the Rules of the Superior Courts, please find enclosed an attested copy of an Order made on 5th day of April 2017 in the High Court in the above matter under Regulation 14 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended by the European Communities (Mergers and Divisions of Companies) (Amendment) Regulations 2011).

I understand that you are required to notify the German companies registry of the dissolution of the German company. Sheehan & Company Solicitors have asked me to let you know that your notification in that regard should be sent to –

Amtsgericht Frankfurt am Main
Registergericht – Handelsregister B
Heiligkreuzgasse 34
60313 Frankfurt am Main
GERMANY

Yours faithfully,

MARIANNE WHITE
Registrar
High Court

11/05/2018

THE HIGH COURT

2017 No 108 COS

WEDNESDAY THE 5TH DAY OF APRIL 2017

BEFORE MR JUSTICE WHITE

IN THE MATTER OF AN APPLICATION UNDER REGULATIONS 13 AND
14 OF THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS)
REGULATIONS 2008

AND IN THE MATTER OF

CLICSTONE LIMITED AND
DISKUS EINHUNDERTACHTUNDNEUNZIGSTE BETEILIGUNGS - UND
VERWALTUNGS - GMBH

APPLICANTS

Upon Motion of Counsel for the Applicants pursuant to an Originating Notice of Motion dated the 21st of March 2017 for an order for a certificate under Regulation 13 of the European Communities (Cross-Border Mergers) Regulations 2008 (the “**Regulations**”) confirming that it has properly completed the pre-merger requirements and contingent upon the grant of the pre-merger certificate, an order under Regulation 14 of the Regulations confirming scrutiny of the merger between the Applicants as regards that part of the procedure which concerns the completion of the merger

Whereupon on reading the said Originating Notice of Motion, the Affidavit of Patrick Conlon filed on the 22nd of March 2017 and the Affidavit of Mel Ferguson filed on the 30th of March 2017 and the documents and exhibits referred to in the said Affidavits

And on hearing said Counsel



IT IS ORDERED

THAT THE COURT DOTH CERTIFY that Clicstone Limited, the Irish merging company, has properly completed the pre-merger requirements of the Regulations within the meaning of Regulation 13 thereof for a merger with Diskus Einhundertachtundneunzigste Beteiligungs - und Verwaltungs - GmbH and **HEREBY DIRECTS** that a pre-merger Certificate in the form prescribed by Order 75 of the Rules of the Superior Courts issue to Clicstone Limited as confirmation of such

THAT THE COURT DOTH CONFIRM scrutiny of the legality of the cross-border merger as regards that part of the procedure which concerns the completion of the cross-border merger pursuant to Regulation 14 of the Regulations and doth specify the date of the 5th day of April 2017 as the date on which the merger is to have effect.

**MARIANNE WHITE
REGISTRAR**

Perfected 05/04/2017

Sheehan & Company
Solicitors for the Applicants

A COPY WHICH I ATTEST

Ul de Gaoit
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FOR REGISTRAR

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 3 May 2018, concerning the proposed merger between the following companies:

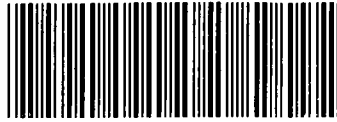
S&P Global Ratings Europe Limited (registered in Ireland Company No.611431 and

S&P Global Ratings Italy SRL.

Registered with the Italian Register of Companies of Milan – Monza-Brianza- Lodi under number 07033280962.

A copy of the court order is attached.

Registrar of Companies



6263304

THE HIGH COURT

COMMERCIAL

2018 No. 101 COS

(2018 No. 39 COM)

FRIDAY THE 20TH DAY OF APRIL 2018

BEFORE MR JUSTICE MCGOVERN

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 S&P GLOBAL RATINGS EUROPE LIMITED

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 S&P GLOBAL RATINGS EUROPE LIMITED AND

S&P GLOBAL RATINGS ITALY SRL

The Motion on behalf of S&P Global Ratings Europe Limited (the “**Company**”) and S&P Global Ratings Italy SRL (collectively the “**Merging Companies**”) pursuant to Notice of Motion filed on the 7th day of March 2018 seeking an Order pursuant to Regulation 14 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (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 coming on for hearing this day in the presence of Counsel for the Merging Companies

THE HIGH COURT

And upon reading the said Notice of Motion, the Affidavit of Kevin Wise filed on the 17th day of April 2018 and the documents and exhibits therein referred to, including a copy of the "*Irish Times*" newspaper of the 23rd day of March 2018, a copy of the "*Irish Independent*" newspaper of the 23rd day of March 2018, a copy of the "*International Edition of the Financial Times*" of the 26th day of March 2018 and a copy of the "*Iris Oifigiúil*" publication of the 23rd day of March 2018 each containing an advertisement of the day and time appointed for the hearing of the said Notice of Motion herein

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 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 00:00:01 Irish Standard Time on Tuesday the 1st day of May 2018

Liberty to the Merging Companies to apply

**NIAMH DERMODY
REGISTRAR**

Date of Perfection: 30 APRIL 2018

Matheson,
Solicitors for the Merging Companies

A COPY WHICH I ATTEST
N. Deemed
.....
FOR REGISTRAR



An tSeirbhís Chúirteanna
Courts Service

~~CBM~~
~~CO-10-011731~~

The Registrar of Companies,
Companies Registration Office,
Bloom House,
Gloucester Place Lower,
Dublin 1.

02 May 2018

**Re: In the matter of a Merger between S&P Global Ratings Europe Limited and
S&P Global Ratings Italy SRL
High Court Record Number 2018/ 101 COS (2018 No. 39 COM)**

Dear Registrar,

Pursuant to Order 75 Rule 22(5) of the Rules of the Superior Courts, please find enclosed an attested copy of an Order made on 20 April 2018 in the High Court in the above matter under Regulation 14 of the European Communities (Cross-Border Mergers) Regulations 2008.

Yours faithfully,

Niamh Dermody
Registrar
High Court



Encl/

cc: Matheson Solicitors, 70 Sir John Rogerson's Quay, Dublin 2, D02 R269