



Gazette

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CROSS BORDER MERGER GAZETTE
16 November 2022

CRO GAZETTE, WEDNESDAY, 16 November 2022

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 9-NOV-22 AND 15-NOV-22							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
727569	Trinseo Ireland Global IHB Limited	CBM1	9/11/2022				
727348	Avia Solutions Group (ASG) Public Limited Company	CBM1	19/10/2022				

THE EUROPEAN COMMUNITIES (CROSSBORDER MERGERS) REGULATIONS 2008 (AS AMENDED)

AVIA SOLUTIONS GROUP (ASG) PLC

NOTICE OF CROSS-BORDER MERGER

Avia Solutions Group (ASG) plc (the "**Company**") intends to apply to the Irish High Court to effect a cross-border merger pursuant to Regulation 14 of the European Communities (Cross-Border Mergers) Regulations 2008 (S.I. No. 157 of 2008) as amended (the "**Irish Regulations**") with Avia Solutions Group plc (the "**Merging Company**") (the "**Merger**").

The Company is a public limited company incorporated in Ireland under the Companies Act 2014 (as amended), registered with the Irish Companies Registration Office ("**CRO**") under number 727348 and having its registered office at Joshua Dawson House, 19B Dawson Street, Dublin 2, D02 RY95, Ireland.

The Merging Company is a public limited company incorporated under and subject to the laws of Cyprus and registered with the Cypriot Department of Registrar of Companies and Official Receiver with registered number HE380586 and having its registered office at Arch. Makariou III, 117, 5th Floor, Flat/Office 505, 3021, Limassol, Cyprus.

The sole shareholder of the Company will be asked to approve the Merger by way of written resolution on or around 16 December 2022. The Merger is to be conducted by way of a merger by acquisition which shall be approved by special resolutions of the Company and the Merging Company.

If the Merger becomes effective, all assets and liabilities of the Merging Company, including the rights and obligations of the creditors of the Merging Company, will transfer to and be acquired by the Company by operation of law pursuant to the Irish Regulations and the applicable Cypriot laws. The Company acknowledges that the creditors of the Company may exercise their rights under Regulation 15 of the Irish Regulations. The rights and obligations of the creditors of the Merging Company will transfer to the Company pursuant to the Irish Regulations and applicable Cypriot laws.

Not later than 15 days after the date on which the written resolution of the Merging Company is passed, any shareholder in the Merging Company who voted against the passing of such resolution shall be permitted, in accordance with the provisions of the Irish Regulations, to request the Company to purchase that shareholders' shares in the Merging Company at a price to be communicated to them by the Company and determined on the basis of the net asset value of the Company, determined by reference to the audited financial statements of the Merging Company for the financial year ended 31 December 2021 (being the most recent financial statements available as at the date hereof); and an exchange ratio of 1:1.

Full information on the arrangements made for the exercise of the rights of creditors and minority shareholders, if any, of the Company or the Merging Company may be obtained, free of charge, from the relevant registered office of the Company or the Merging Company, as detailed above. Applications for this information should be made in respect of the Merging Company to the Merging Company at Joshua Dawson House, 19B Dawson Street, Dublin 2, D02 RY95, Ireland.

The Company **HEREBY GIVES NOTICE** that the common draft terms (the "**Commons Draft Terms**") were delivered to the CRO on 18 October 2022. A copy of the Common Draft Terms may be obtained upon request from the CRO at Bloom House, Gloucester Place Lower, Dublin 1 and on www.cro.ie. A copy of the Common Draft Terms may also be obtained from the Company or the Merging Company at the registered office of the Company. The Common Draft Terms and the directors' explanatory report of the Company and the Merging Company are available for inspection between the hours of 10.00am

and 4.30pm on any day, other than a Saturday, Sunday, or public holiday, at the Company's registered office Joshua Dawson Hose, 19B Dawson Street, Dublin 2, D02 RY95, Ireland.



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



7036775

CRO receipt date stamp & barcode

Company number

7 2 7 3 4 8

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

Company name

in full

Avia Solutions Group (ASG) Public Limited 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:

Dentons Ireland Legal Services Limited, Joshua Dawson House,
19B Dawson Street, Dublin 2

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

7 2 7 3 4 8

Legal form and law which governs the company:

Legal form: Public Limited Company

Governing law: 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

Jonas Janukenas

Date

18 October 2022

Presenter details

note four

Person to whom queries can be addressed

Name

Dentons Ireland LLP

Address

Dentons Ireland Legal Services Limited, Joshua Dawson House,
19B Dawson Street, Dublin 2, D02RY95

Telephone number

+353 87 4276927

Fax number

Email

david.mcguinness@dentons.com

Reference number

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:

Avia Solutions Group (ASG) plc (the "Successor") has only one shareholder, Avia Solutions Group plc (the "Transferor"). A special resolution will be passed by the Transferor as the sole shareholder to approve the cross-border merger pursuant to Regulation 10 of the European Communities (Cross-Border Mergers) Regulations 2008 as amended. Not later than 15 days after the date on which the resolution is passed any shareholder in the Transferor who voted against the passing of the resolution shall be permitted to request the Successor to purchase that shareholder's shares in the Transferor at a price to be communicated to them by the Successor and determined on the basis of (i) the net asset value of the Successor, (ii) the audited financial statements of the Transferor for the financial year ended 31 December 2021 (being the most recent financial statements available at the date hereof) and (iii) an exchange ratio of 1:1.
With effect from the merger, creditors of the Transferor will be able to recover their claims from the Successor and the merger will not affect the position.

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:

Dentons Ireland Legal Services Limited, Joshua Dawson House, 19B Dawson Street, Dublin 2, D02RY95

**Particulars of other
merging companies**

Name of Company:

Avia Solutions Group Public Limited Company

The registered office of the company:

Arch. Makariou III, 117, 5th Floor, Flat/ Office 505, 3021 Limassol, Cyprus

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

Legal form: Public Limited Company

Governing law: Cypriot law

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

Minority shareholders of the Transferor will receive an equal number of shares in the Successor. If any of the minority shareholders disagree with the common draft terms of the merger then the Successor shall acquire their shares in accordance with article 201(1) of the Cyprus Companies Law Cap. 113.

On the application of any creditor of the Transferor, the District Court in Limassol has the power to order the convening of a creditors' meeting and, if convened, the common draft terms of the merger must then be approved by a majority in value of the creditors of the Transferor.

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:

Arch. Makariou III, 117, 5th Floor, Flat/ Office 505, 3021 Limassol, Cyprus

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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:

Register: Cyprus Register of Companies

Registration number: HE380586

**Particulars of other
merging companies**

Name of Company:

N/A

The registered office of the company:

N/A

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

N/A

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

N/A

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:

N/A

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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:

N/A

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

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 9 November 2022 of a proposed merger between the following companies:

Trinseo Ireland Global IHB (registered in Ireland company number 727569) and

Trinseo Finance Luxembourg SARL

Registered with The Luxembourg Trade and Company Register under number B151012

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 10.00 am and 5.00 p.m at the registered office of Trinseo Ireland Global IHB Limited, Riverside One, Sir John Rogerson's Quay, Dublin 2

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 Trinseo Ireland Global IHB Limited, Riverside One, Sir John Rogerson's Quay, 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

7 2 7 5 6 9

CRO receipt date stamp & barcode

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

Company name

in full

Trinseo Ireland Global IHB 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:

Trinseo Ireland Global IHB Limited, Riverside One, Sir John Rogerson's Quay,
Dublin 2

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

7 2 7 5 6 9

Legal form and law which governs the company:

Private company limited by shares under the Companies Act 2014
and governed by 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

EWAN SCHNEIDER

Date

9 November 2022

Presenter details

note four

Person to whom queries can be addressed

Name

McCann FitzGerald LLP

Address

Riverside One, Sir John Rogerson's Quay, Dublin 2

Telephone number

01 829 0000

Fax number 01829 0010

Email

Reference number AGXL 306983.0016

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 10 of the European Communities
(Cross Border Mergers) Regulations 2008, as amended (The "Regulations"),
a special resolution of the shareholders of the Company is required
to be passed approving the merger.
Shareholders will be entitled to inspect the common draft terms of merger
and directors' explanatory report (prepared by the board of directors of the
merging companies) at the registered office of the Company.
The Company has one shareholder only and accordingly does not have any
minority shareholders.
Creditors of the Company may exercise their rights under Regulation 15 of the
Regulations and are entitled to be heard by the Irish High Court when the
Court considers the effectiveness of 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:

Trinseo Ireland Global IHB Limited
Riverside One
Sir John Rogerson's Quay
Dublin 2

Name of Company:

Trinseo Finance Luxembourg SARL

The registered office of the company:

26 Boulevard Royal

L-2499 Luxembourg

Grand Duchy of Luxembourg

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

Private limited company (société à responsabilité limitée)

incorporated under the laws of the Grand Duchy of Luxembourg

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 Trinseo Finance Luxembourg SARL ("Trinseo Finance") will transfer to Trinseo Ireland Global IHB Limited pursuant to the Regulations and the applicable laws of Luxembourg. Pursuant to Luxembourg law, the creditors of Trinseo Finance are entitled, within two months from the date of publication of the documents recording the completion of the Luxembourg merger steps provided for by article 1021-14 of the Luxembourg law, with the Luxembourg Trade and Company Register, to apply to the judge presiding at the chamber of the Tribunal d'Arrondissement (district court) dealing with commercial matters in the district in which the registered office of Trinseo Finance is located and the hearing of such requests shall be expedited by the court to ensure adequate safeguards for any matured or unmatured debts, to the extent they can credibly demonstrate that due to the merger, the satisfaction of their claims is at stake and that no adequate safeguards have been obtained from Trinseo Finance.

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:

26 Boulevard Royal

L-2499 Luxembourg

Grand Duchy of Luxembourg

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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 Luxembourg Trade and Company Register

under number B151012

Particulars of other merging companies

Name of Company:

Not applicable

The registered office of the company:

Not applicable

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

Not applicable

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

Not applicable

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:

Not applicable

☐

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:

Not applicable

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

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- Payment

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