

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTÁI



Gazette

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CROSS BORDER MERGER GAZETTE
17 August 2022

CRO GAZETTE, WEDNESDAY, 17 August 2022

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 10-AUG-22 AND 16-AUG-22							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
487045	Yildirim Overseas Investment Limited	CBM1	11/8/2022				

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 2 June 2022 of a proposed merger between the following companies:

Yildirim Overseas Investment Limited (registered in Ireland company number 487045) and

Yildirim Asset Management Holding B.V.

Registered with the trade register of the Dutch Chamber of Commerce under number 16059530

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 Yildirim Overseas Investment Limited, 2 Floor Block 5, Irish Life Centre Abbey Street Lower, Dublin, 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 Yildirim Overseas Investment Limited, 2 Floor Block 5, Irish Life Centre Abbey Street Lower, Dublin, 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

4 8 7 0 4 5

CRO receipt date stamp & barcode

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

Company name

in full

YILDIRIM OVERSEAS INVESTMENT 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:

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

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

4 8 7 0 4 5

Legal form and law which governs the company:

Private Company Limited By Shares governed by 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*

DAVID BLAIR

Date

10/8/22

Presenter details

note four

Person to whom queries can be addressed

Name

Arthur Cox

Address

10 Earsfort Terrace

Dublin 2

Telephone number

Email

cro@arthurcox.com

Fax number

Reference number Y1003/002

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 proposed merger is a merger by acquisition of Yildirim Overseas Investment Limited (as the transferor company) by Yildirim Asset Management Holding B.V. (as the successor company) (the "Merger").
Rights of creditors: if the Merger becomes effective all rights and obligations of Yildirim Overseas Investment Limited will transfer to Yildirim Asset Management Holding B.V. pursuant to the Merger.
Rights of minority members: Yildirim Overseas Investment Limited is a wholly owned subsidiary of Yildirim Holding A.Ş. and accordingly, Regulation 12 (Protection of Minority Shareholders) of the European Communities (Cross-Border Merger) Regulations 2008, as amended, does not apply on this basis.

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:

Yildirim Overseas Investment Limited
2 Floor Block 5, Irish Life Centre Abbey Street Lower
Dublin
Ireland

Name of Company:

Yildirim Asset Management Holding B.V.

The registered office of the company:

Prof. W.H. Keesomlaan 5, 1183 DJ Amstelveen, The Netherlands

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

A private limited liability company organized and existing under the laws of the Netherlands, having its corporate seat in Amsterdam

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 creditors of Yildirim Overseas Investment Limited will transfer to Yildirim Asset Management Holding B.V. under universal title pursuant to applicable Dutch law. The creditors of Yildirim Asset Management Holding B.V. may exercise their rights under applicable Dutch law, being the right to oppose to the proposed Merger during the mandatory one month waiting period which starts the day after the publication of the proposed Merger in the Netherlands.
Yildirim Asset Management Holding B.V. will only have one shareholder, being the same sole shareholder of Yildirim Overseas Investment Limited, at the time the Merger is effective.

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:

Prof. W.H. Keesomlaan 5, 1183 DJ Amstelveen, The Netherlands

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:

Registered with the trade register of the Dutch Chamber of Commerce under number 16059530

**Particulars of other
merging companies**

Name of Company:

n/a

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.

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 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 OR BY E-MAIL info@cro.ie