



Gazette

ISSUE ID: 0000/2023/J/10
CROSS BORDER MERGER GAZETTE
17 May 2023

CRO GAZETTE, WEDNESDAY, 17 May 2023

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 10-MAY-23 AND 16-MAY-23							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
456839	Prysmian Re Company Designated Activity Company	CBM1	12/5/2023				

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 12 May 2023 of a proposed merger between the following companies:

Prysmian Re Company Designated Activity Company (registered in Ireland company number 456839) and

Prysmian Servizi S.P.A.

Registered at the Companies Register of Chamber of Commerce of Milan Monza Lodi under registration number 12676220960.

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 Prysmian Re Company Designated Activity Company ,Ground Floor, Charlotte House, Charlemont Street, Dublin 2, 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 Prysmian Re Company Designated Activity Company, Ground Floor,Charlotte House, Charlemont Street, 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

4 5 6 8 3 9

CRO receipt date stamp & barcode

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

Company name

in full

Prysmian Re Company 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:

GROUND FLOOR, CHARLOTTE HOUSE, CHARLEMONT STREET,
DUBLIN 2, IRELAND

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

4 5 6 8 3 9

Legal form and law which governs the company:

Designated activity company limited by shares, registered under 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

G Connell

Name in block letters or typescript

GERARD CONNELL

Date

9 May 2023

Presenter details

note four

Name

Address

Telephone number

Email

Person to whom queries can be addressed

Matheson LLP

70 Sir John Rogerson's Quay, Dublin 2

01 232 2000

matheson@matheson.com

Fax number 01 232 3333

Reference number KT / CB 671455/1

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 Prysmian RE Company Designated Activity Company (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 (Purchase of Minority Shares) of the Regulations does not apply as the Company is a wholly-owned subsidiary of Prysmian Servizi 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.
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:

Prysmian Re Company Designated Activity Company
GROUND FLOOR, CHARLOTTE HOUSE, CHARLEMONT STREET,
DUBLIN 2, IRELAND

**Particulars of other
merging companies**

Name of Company:

Prysmian Servizi S.p.A.

The registered office of the company:

Via Chiese 6, Milan, Italy

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

Joint-stock company (società per azioni) 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 Company will become the creditors of the Shareholder on the effective date of the merger. Creditors of the Shareholder may exercise their rights in accordance with applicable Italian laws.

The Company does not have any minority shareholders. The Successor Company does not have any minority shareholders.

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:

Prysmian Servizi S.p.A.

Via Chiese 6, Milan, Italy

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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:

Chamber of Commerce of Milan Monza Brianza Lodi

under registration number 12676220960

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