



Gazette

ISSUE ID: 0000/2020/J/05

CROSS BORDER MERGER GAZETTE

17th June 2020

CRO GAZETTE, WEDNESDAY, 17th June 2020

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 29-May-2020 AND 17-June-2020							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
621928	Centralnic Ireland Limited	CBM1	29/05/2020				
419942	ECS European Containers Limited	CBM1	29/05/2020				
637934	Fitch Ratings Ireland Limited	Court Order	21/05/2020				
637934	Fitch Ratings Ireland Limited	Court Order	21/05/2020				
637934	Fitch Ratings Ireland Limited	Court Order	21/05/2020				
637934	Fitch Ratings Ireland Limited	Court Order	21/05/2020				

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 29 May 2020 of a proposed merger between the following companies:

Centralnic Ireland Limited (registered in Ireland company number 621928) and

Centralnic Luxembourg Limited

Registered with the Luxembourg Register of Commerce and Companies under number 8224488

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 9.30 am and 5.00 p.m at the registered office of Centralnic Ireland Limited, 13-18 City Quay, Dublin 2.

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 9.30 a.m and 5.00 p.m. at the registered office of Centralnic Ireland Limited, 13-18 City Quay, Dublin 2

Registrar of Companies



AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ
COMPANIES REGISTRATION OFFICE



CBM1

**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

6 2 1 9 2 8



7554170

CRO receipt date stamp & barcode

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

Company name

in full

CentralNic Ireland 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:

13-18 City Quay, Dublin 2

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

6 2 1 9 2 8

Legal form and law which governs the company:

Private company limited by shares governed by Parts 1 to 15 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

JOHN GILSEAN

Date

30 / 4 / 2020

Presenter details

note four

Name

Address

Telephone number

Email

Person to whom queries can be addressed

DWF

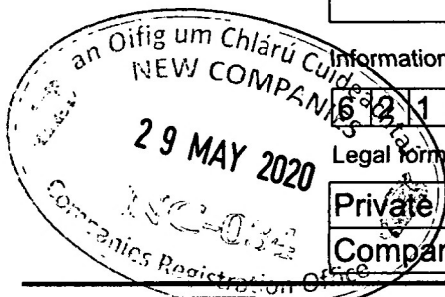
5 George's Dock, IFSC, Dublin 1

01 7909400

Fax number

edon.byernes@dwf.law

Reference number 2010611-27



CBM1

COMPANIES REGISTRATION OFFICE
AN OFFICE OF THE IRISH GOVERNMENT

CRO

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

021928

CRO receipt date stamp & barcode

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

Centralnic Ireland Limited

Company name

in full

☒ 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

relevant

Company details

relevant

☒ By acquisition ☐ By formation of a new company ☐ By absorption

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

13-18 City Quay, Dublin 2

Information relating to the company is kept by the Registrar under registered number

021928

Legal form and law which governs the company

Private company limited by shares governed by Parts 1 to 15 of the

Companies Act 2014

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.

Certification

not to be

Signature

Name in block letters or print

Date

Presenter details

relevant

Name

Address

Telephone number

Email

edon.pyrnes@bwf.law

Reference number 2010811-27

Fax number

01 2603400

5 George's Dock, IFSC, Dublin 1

DWF

Please send to whom documents can be addressed

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:

Shareholder approval is to be obtained by way of decision of sole member in accordance with Section 196 of the Companies Act 2014 and Regulation 10(5) of the European Communities (Cross Border Merger) Regulations 2008, as amended (the "Regulations")
Regulation 12 (Protection of Minority Shareholders) of the Regulations does not apply as the Company is a wholly owned subsidiary of CentralNic Group plc.
Creditors of the Company may exercise their rights under Regulation 15 of the Regulations.
The rights and obligations of the Company will transfer to CentralNic Luxembourg s.a.r.l pursuant to the Regulations and applicable Luxembourg law
[The shareholder and creditors of the merging companies shall be permitted to inspect at the registered office of the merging companies the relevant merger documents including the common draft terms of merger ("CDTM"), in accordance with the Regulations and applicable Luxembourg 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:

CentralNic Ireland Limited
13-18 City Quay, Dublin 2

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.

Shareholder approval is to be obtained by way of decision of sole member in accordance with Section 196 of the Companies Act 2014 and Regulation 10(5) of the European Communities (Cross Border Merger) Regulations 2008, as amended (the "Regulations")

Regulation 12 (Protection of Minority Shareholders) of the Regulations does not apply as the Company is a wholly owned subsidiary of Centralnic Group plc.

Creditors of the Company may exercise their rights under Regulation 15 of the Regulations.

The rights and obligations of the Company will transfer to Centralnic Luxembourg s.a.r.l pursuant to the Regulations and applicable Luxembourg law.

[The shareholder and creditors of the merging companies shall be permitted to inspect at the registered office of the merging companies the relevant merger documents including the common draft terms of merger ("CDTM"), in accordance with the Regulations and applicable Luxembourg 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

Centralnic Ireland Limited
13-18 City Quay, Dublin 2

Name of Company:

CentralNic Luxembourg s.a.r.l

The registered office of the company:

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

Private limited company (societe a responsabilite limitee) 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 the Company will transfer to CentralNic
Luxembourg s.a.r.l pursuant to the Regulations and applicable Luxembourg
law

The CDTM will be approved by the sole shareholder of CentralNic
Luxembourg s.a.r.l at a members' meeting.

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:

Luxembourg Register of Commerce and Companies (8224488)

The registered office of the company.

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

Private limited company (societe a raspundibilitate limitate) 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

mirrored image of the original

The rights and obligations of the Company will transfer to Centralnic

Luxembourg 2.6.1 pursuant to the Regulations and applicable Luxembourg

well

The CDM will be approved by the sole shareholder of Centralnic

[Lundborg 2.9.1 at a members' meeting]

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

Registered under registered number.

מחיר

Company's file as kept and its registration number in this register are as follows

Luxembourg Register of Commerce and Companies (8254488)

**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

☐

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 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

NOTES ON COMPLETION OF FORM CBM1

These notes should be read in conjunction with the relevant legislation.

General
Every section of the form must be completed.
This form must be completed correctly, in full and in accordance with the following notes.

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.
Where "not applicable", "nil" or "none" is appropriate, please state.

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.cro.ie.
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- 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.
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AVAILABLE FROM www.cro.ie OR BY E-MAIL info@cro.ie
FURTHER INFORMATION ON COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS

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 29 May 2020 of a proposed merger between the following companies:

E.C.S.European Containers Limited (registered in Ireland company number 419942) and

ECS European Containers NV

Registered with the Crossroads Bank for Enterprises, under number 0435.131.508
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 12.00 noon at the registered office of E.C.S European Containers Limited, Marine Point, Belview Port, Waterford, Ireland

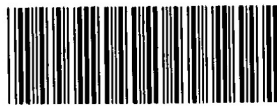
The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 10.00 a.m and 12.00 noon at the registered office of E.C.S. European Containers Limited, Marine Point, Belview Port, Waterford, Ireland.

Registrar of Companies

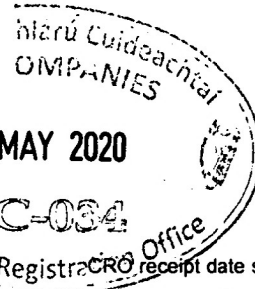


Draft terms of formation of Cross-Border Merger involving an Irish registered company

Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008



7553874



Company number

4 1 9 9 4 2

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

Company name

in full

E.C.S. EUROPEAN CONTAINERS 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:

Marine Point, Belview Port,
Waterford, Ireland

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

4 1 9 9 4 2

Legal form and law which governs the company:

Private company limited by shares governed by the laws of Ireland

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

KELLY DE DIJKSTER
Date 9/10/2020

Presenter details

note four

Person to whom queries can be addressed

Name

Address

Telephone number

Email

Mason Hayes & Curran Professional Services Limited

6th Floor, South Bank House, Barrow Street, Dublin 4

D04 TR29

01 614 5000

cosec@mhc.ie

Fax number 01 614 5001

Reference number C Smyth/49086.1

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:

See continuation sheet.

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:

Marine Point, Belview Port, Waterford, Ireland

**Particulars of other
merging companies**

Name of Company:

ECS EUROPEAN CONTAINERS NV

The registered office of the company:

8380 Brugge (Zeebrugge) (Belgium)

Baron de Maerelaan 155

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

Public limited liability company

incorporated and existing under the laws of Belgium

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

See continuation sheet.

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:

8380 Brugge (Zeebrugge) (Belgium)

Baron de Maerelaan 155

☐

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 Crossroads Bank for Enterprises

under the number 0435.131.508

**Particulars of other
merging companies**

Name of Company:

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

--	--	--	--	--	--	--	--

☐ 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.cro.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

CBM1 Continuation Sheet
E.C.S. European Containers Limited
Company number: 419942

E.C.S. European Containers Limited ("**ECS IR**") will transfer all of its assets and liabilities to ECS European Containers NV ("**ECS BE**") and ECS IR will be dissolved without going into liquidation (the "**Merger**").

The Merger will have no consequences for any minority members of ECS IR or ECS BE as the entire issued share capital of ECS IR and of ECS BE is held by ECS Corporate NV as a sole member.

Under Belgian law, creditors of ECS BE and ECS IR can request security interests (i) to guarantee their claims which are certain but not yet due prior to publication in the Annexes to the Belgian State Gazette of the notarial deed establishing the consummation of the Merger, or (ii) to guarantee claims for which such creditors have launched a procedure in court or through arbitration prior to the date of the notarial deed establishing the consummation of the Merger. Such request for security must each time be made within two months after the publication in the Annexes to the Belgian State Gazette of the notarial deed establishing the consummation of the Merger. ECS BE, to which the claim will have been transferred and, as the case may be, ECS IR, can set aside the request by settling the claim at its fair value after deduction of a discount. In the absence of an agreement or if the creditors remain unpaid, the request is referred to the president of the competent enterprise court of the judicial district of the debtor's registered office, acting in summary proceedings who will determine which security is to be provided and the time limit within which such security must be set, as the case may be unless he/she decides that no security must be given in view of the guarantees and preferential rights of the creditor or in view of the solvency of ECS BE. If the security is not provided within the set timeframe, the claim shall immediately become due and payable.

ECS IR and ECS BE anticipate that the Merger will have no adverse consequences for the creditors of ECS IR as there will be no diminution in overall asset value and such creditors will continue to be the creditors of ECS BE.

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 21 May 2020, concerning the proposed merger between the following companies:

Fitch Ratings Ireland Limited (registered in Ireland Company No.637934) and

Fitch France S.A.S. registered with the Paris Trade and Companies Register under number 378 001 283

A copy of the court order is attached.

Registrar of Companies

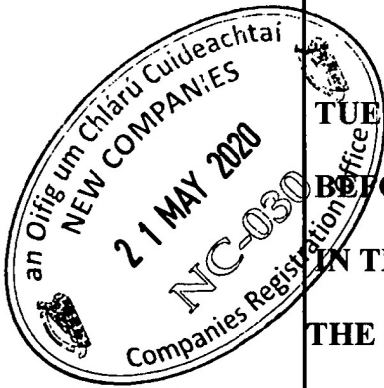


7553305

COMMERCIAL

2019 No. 451 COS

(2019 No. 173 COM)



TUESDAY THE 12th DAY OF MAY 2020

BEFORE MR JUSTICE BARNIVILLE

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 FITCH RATINGS IRELAND 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 FITCH RATINGS IRELAND LIMITED AND FITCH
FRANCE S.A.S.

The Motion of Counsel for Fitch Ratings Ireland Limited (the
“**Company**”) and Fitch France S.A.S. (collectively the “**Merging Companies**”) pur-
suant to Originating Notice of Motion filed on the 3rd day of December 2019
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 com-
pletion of the cross-border merger coming on for hearing this day in the presence
of Counsel for the Merging Companies

And upon reading the said Notice of Motion, the Affidavits of David Samuel sworn 2 December 2019, the Affidavit of Julie Delaunay sworn 27 February 2020, the Second Affidavit of David Samuel sworn 4 March 2020 and the Third Affidavit of David Samuel sworn 30 April 2020 and the documents and exhibits therein referred to, including a copy of the "*Irish Examiner*" newspaper, a copy of the "*Irish Times*" newspaper and a copy of the "*International Edition of the Financial Times*" newspaper, all of 8 January 2020, and each containing an advertisement of the day and time appointed for the hearing of the said Notice of Motion herein

And the said Notice of Motion herein having come on for hearing today, Tuesday, the 12th day of May 2020 at 10.30 am having been previously adjourned from 19 February 2020 and 12 March 2020

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 on this day or at the previous adjourned hearings

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 the 31st day of May 2020 at 00.01 am (Greenwich Mean Time)

Liberty to the Merging Companies to apply

THE HIGH COURT



MARIANNE WHITE
REGISTRAR

Perfected 18/05/2020

LK Shields
Solicitors for the Merging Companies

A COPY WHICH I ATTEST


.....

FOR REGISTRAR

European Communities (Cross Border Merger) Regulations 2008

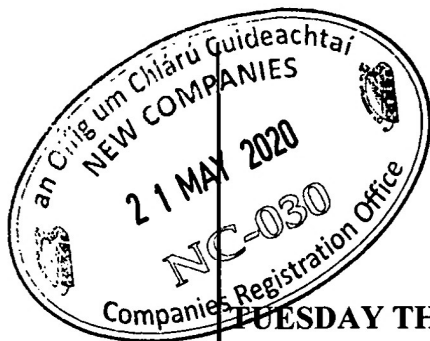
Notice is hereby given that in accordance with Regulation 17 (2) of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, a copy of a court order issued by the High Court of Ireland was received by the Registrar of Companies on 21 May 2020, concerning the proposed merger between the following companies:

Fitch Ratings Ireland Limited (registered in Ireland Company No.637934) and

Fitch Fitch Deutschland GMBH. registered with the local court(Amtsgericht) of Frankfurt am Main under HRB 52256

A copy of the court order is attached.

Registrar of Companies



THE HIGH COURT

COMMERCIAL

2019 No. 447 COS

(2019 No. 177 COM)

TUESDAY THE 12th DAY OF MAY 2020

BEFORE MR JUSTICE BARNIVILLE

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 FITCH RATINGS IRELAND 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 FITCH RATINGS IRELAND LIMITED AND FITCH
DEUTSCHLAND GmbH

The Motion of Counsel for Fitch Ratings Ireland Limited (the
“**Company**”) and Fitch Ratings Deutschland GmbH (collectively the “**Merging
Companies**”) pursuant to Originating Notice of Motion filed on the 3rd day of
December 2019 seeking an Order pursuant to Regulation 14 of the European
Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the “**Reg-
ulations**”) 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

And upon reading the said Notice of Motion, the Affidavits of David Samuel sworn 2 December 2019, the Affidavit of Leanne Geoghegan sworn 2 March 2020, the Second Affidavit of David Samuel sworn 4 March 2020 and the Third Affidavit of David Samuel sworn 30 April 2020 and the documents and exhibits therein referred to, including a copy of the "*Irish Examiner*" newspaper, a copy of the "*Irish Times*" newspaper and a copy of the "*International Edition of the Financial Times*" newspaper, all of 8 January 2020, and each containing an advertisement of the day and time appointed for the hearing of the said Notice of Motion herein

And the said Notice of Motion herein having come on for hearing today, Tuesday, the 12th day of May 2020 at 10.30 am having been previously adjourned from 19 February 2020 and 12 March 2020

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 on this day or at the previous adjourned hearings

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 the 30th day of May 2020 at 00.01 am (Greenwich Mean Time)

Liberty to the Merging Companies to apply

THE HIGH COURT


MARIANNE WHITE
REGISTRAR

Perfected 18/05/2020

LK Shields
Solicitors for the Merging Companies

A COPY WHICH I ATTEST


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FOR REGISTRAR

European Communities (Cross Border Merger) Regulations 2008

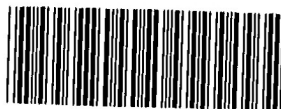
Notice is hereby given that in accordance with Regulation 17 (2) of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, a copy of a court order issued by the High Court of Ireland was received by the Registrar of Companies on 21 May 2020, concerning the proposed merger between the following companies:

Fitch Ratings Ireland Limited (registered in Ireland Company No.637934) and

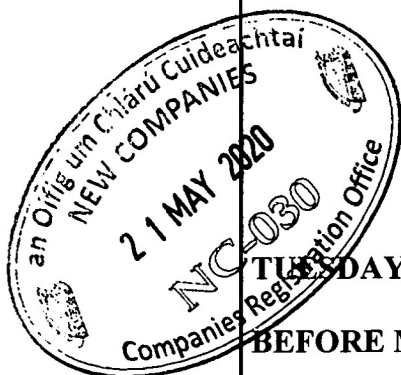
Fitch Italia, Società Italiana per rating S.P.A. is registered with the Register of Undertakings of Milan under 11436070152

A copy of the court order is attached.

Registrar of Companies



7553889



TUESDAY THE 12th DAY OF MAY 2020

BEFORE MR JUSTICE BARNIVILLE

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 FITCH RATINGS IRELAND 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 FITCH RATINGS IRELAND LIMITED AND FITCH
ITALIA – SOCIETA' ITALIANA PER IL RATING S.P.A.

The Motion of Counsel for Fitch Ratings Ireland Limited (the
“**Company**”) and Fitch Italia – Societa’ Italiana Per Il Rating S.P.A. (collectively the
“**Merging Companies**”) pursuant to Originating Notice of Motion filed on the
3rd day of December 2019 seeking an Order pursuant to Regulation 14 of the Eu-
ropean 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 proce-
dure which concerns the completion of the cross-border merger coming on for
hearing this day in the presence of Counsel for the Merging Companies

And upon reading the said Notice of Motion, the Affidavits of David Samuel sworn 2 December 2019, the Affidavit of Chiara Italiano sworn 27 February 2020, the Second Affidavit of David Samuel sworn 4 March 2020 and the Third Affidavit of David Samuel sworn 30 April 2020 and the documents and exhibits therein referred to, including a copy of the "*Irish Examiner*" newspaper, a copy of the "*Irish Times*" newspaper and a copy of the "*International Edition of the Financial Times*" newspaper, all of 8 January 2020, and each containing an advertisement of the day and time appointed for the hearing of the said Notice of Motion herein

And the said Notice of Motion herein having come on for hearing today, Tuesday, the 12th day of May 2020 at 10.30 am having been previously adjourned from 19 February 2020 and 12 March 2020

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 on this day or at the previous adjourned hearings

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 the 31st day of May 2020 at 00.01 am (Greenwich Mean Time)

Liberty to the Merging Companies to apply

THE HIGH COURT

Marianne White
MARIANNE WHITE
REGISTRAR

Perfected 18/05/2020

LK Shields

Solicitors for the Merging Companies

A COPY WHICH I ATTEST

Joe McGuane
.....

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 21 May 2020, concerning the proposed merger between the following companies:

Fitch Ratings Ireland Limited (registered in Ireland Company No.637934) and

Fitch Polska Spółka Akcyjna is registered in the register of entrepreneurs of National Court Register KEPT BY A District Court for the capital city of Warsaw, X11 Commercial Division of the National Court Register, under KRS number 0000081384 and having its registered office at 16 Królewska street, 00-103 Warsaw, Poland, Tax identification Number (NIP) 5251560437

A copy of the court order is attached.

Registrar of Companies



7553888

THE HIGH COURT

COMMERCIAL

2019 No. 448 COS

(2019 No 174 COM)

TUESDAY THE 12th DAY OF MAY 2020

BEFORE MR JUSTICE BARNIVILLE

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 FITCH RATINGS IRELAND 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 FITCH RATINGS IRELAND LIMITED AND FITCH
POLSKA SPÓŁKA AKCYJNA

The Motion of Counsel for Fitch Ratings Ireland Limited (the
“Company”) and Fitch Polska Spółka Akcyjna (collectively the “Merging Com-
panies”) pursuant to Originating Notice of Motion filed on the 3rd day of De-
cember 2019 seeking an Order pursuant to Regulation 14 of the European Com-
munities (Cross-Border Mergers) Regulations 2008 (as amended) (the “Regula-
tions”) 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

And upon reading the said Notice of Motion, the Affidavits of David Samuel sworn 2 December 2019, the Second Affidavit of David Samuel sworn 4 March 2020, the Affidavit of Richard Curran sworn 30 April 2020, the Third Affidavit of David Samuel sworn 30 April 2020 and the Affidavit of Noemi Weronika Sobczak sworn 7 May 2020 and the documents and exhibits therein referred to, including a copy of the "*Irish Examiner*" newspaper, a copy of the "*Irish Times*" newspaper and a copy of the "*International Edition of the Financial Times*" newspaper, all of 8 January 2020, and each containing an advertisement of the day and time appointed for the hearing of the said Notice of Motion herein

And the said Notice of Motion herein having come on for hearing today, Tuesday, the 12th day of May 2020 at 10.30 am having been previously adjourned from 19 February 2020 and 12 March 2020

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 on this day or at the previous adjourned hearings

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 the 31st day of May 2020 at 00.01 am (Greenwich Mean Time)

Liberty to the Merging Companies to apply

THE HIGH COURT

Marianne White
MARIANNE WHITE
REGISTRAR

Perfected 18/05/2020

LK Shields
Solicitors for the Merging Companies

A COPY WHICH I ATTEST

Joe McGuane
.....
FOR REGISTRAR