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COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0000/2019/J/51

CROSS BORDER MERGER GAZETTE

18th December 2019

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 10-DEC-19 AND 17-DEC-19							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
264023	Mediolanum International Funds Limited	CBM1	10/12/2019				
655936	Merlin Music Limited	Court Order	12/12/2019				

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 10 December 2019 of a proposed merger between the following companies:

Mediolanum International Funds Limited (registered in Ireland company number 264023)
and

Gamax Management AG S.A.

Registered with the Luxembourg Register of Commerce and Companies, number B 40.494

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 9.30am and 5.00 pm at the registered office of Mediolanum International Funds Limited, 4th Floor, The Exchange, George's Dock, Dublin 1, Ireland.

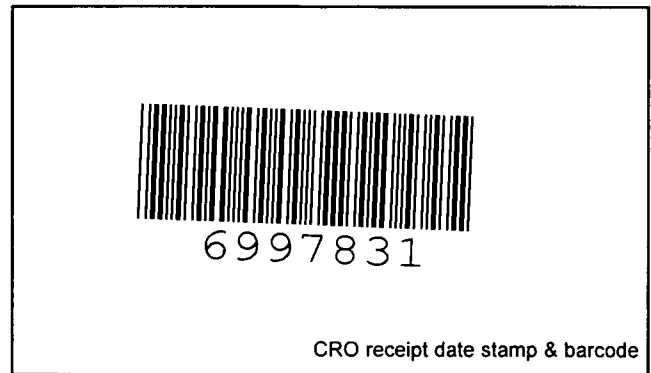
The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 9.30a.m and 5.00 pm at the registered office of Mediolanum International Funds Limited, 4th Floor, The Exchange, George's Dock, Dublin 1, Ireland.

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

2 6 4 0 2 3

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

Company name

in full

Mediolanum International Funds 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:

4th Floor, The Exchange, George's Dock, Dublin 1, Ireland.

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

2 6 4 0 2 3

Legal form and law which governs the company:

A private limited liability company incorporated under the Companies Acts 1963 to 1990 and now 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*

Furio Pietribiasi

Date 4 December 2019

Presenter details

note four

Person to whom queries can be addressed

Name

Dillon Eustace

Address

33 Sir John Rogerson's Quay

Dublin 2

Telephone number

01 667 0022

Fax number

Email

nick.houldsworth@dilloneustace.ie

Reference number MED15/02

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:

Mediolanum International Funds Limited (the "Company") has two
shareholders namely Banca Mediolanum (95.4%) and
Banco Mediolanum SA (4.6%). There are no minority
shareholders in the transferor company Gamax Management AG S.A.
for the purposes of Regulation 12.
It is proposed that a shareholders' written resolution will be passed by the
Company to approve the cross-border merger, pursuant to Regulation 10
of the European Communities (Cross-Border Mergers) Regulations 2008
as amended (the "Regulations").
Creditors of the Company may exercise their rights under Regulation 15 of
the Regulations.
The shareholders 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 in accordance with
the Regulations and the Luxembourg law of 10 August 1915 on Commercial
Companies as amended (the "Lux Regulations").

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:

4th Floor, The Exchange, George's Dock , Dublin 1, Ireland.

Particulars of other merging companies

Name of Company:

Gamax Management AG S.A. ("GAMAX")

The registered office of the company:

11-13, Boulevard de la Foire, L-1528 Luxembourg,
Grand Duchy of Luxembourg

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

A public limited liability company (société anonyme) governed by the laws of Luxembourg.

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

GAMAX has only one shareholder, namely Banca Mediolanum SPA.
There are no minority shareholders. The shareholder of GAMAX will have an opportunity to consider and approve the Common Draft Terms. It is proposed that a shareholder's resolution in notarial form will be passed in front of a Luxembourg notary by GAMAX at an Extraordinary General Meeting of GAMAX to approve the cross-border merger pursuant to the Regulations and the Lux Regulations.
The rights and obligations of GAMAX will transfer to the Company pursuant to the Regulations and the Lux Regulations
Creditors of GAMAX may exercise their rights under Article 1021-9 of the Lux Regulations.
The shareholders and creditors of the merging companies shall be permitted inspect at the registered office of the merging companies the relevant merger documents including the Common Draft Terms in accordance with the Regulations and the Lux Regulations.

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:

11-13, Boulevard de la Foire, L-1528 Luxembourg,
Grand Duchy of Luxembourg

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
number B 40.494

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:

European Communities (Cross Border Merger) Regulations 2008

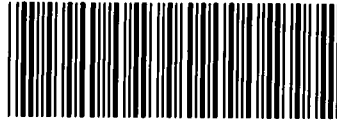
Notice is hereby given that in accordance with Regulation 17 (2) of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, a copy of a court order issued by the High Court of Ireland was received by the Registrar of Companies on 12 December 2019, concerning the proposed merger between the following companies:

Merlin Music Limited (registered in Ireland Company No.655936) and

Music and Entertainment Rights Licensing Independent Network B.V. Registered with the Trade Register of the Dutch Chamber of Commerce. Registration Number 34279438

A copy of the court order is attached.

Registrar of Companies



6214928

THE HIGH COURT
COMMERCIAL

2019 No.411 COS
(2019 No 158 COM)

WEDNESDAY THE 11th DAY OF DECEMBER 2019

BEFORE MR JUSTICE BARNIVILLE

IN THE MATTER OF MERLIN MUSIC LIMITED

and

IN THE MATTER OF MUSIC AND ENTERTAINMENT
RIGHTS LICENSING INDEPENDENT NETWORK B.V.

and

IN THE MATTER OF APPLICATIONS PURSUANT TO
REGULATIONS 13 AND 14 OF THE EUROPEAN
COMMUNITIES (CROSS-BORDER MERGERS)

REGULATIONS 2008 (AS AMENDED):

MERLIN MUSIC LIMITED

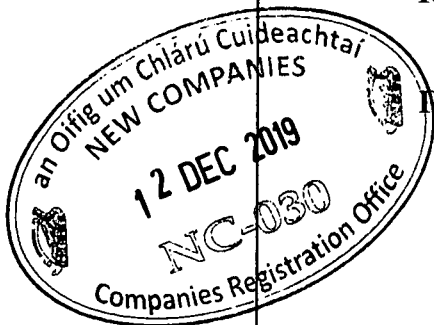
AND

MUSIC AND ENTERTAINMENT RIGHTS LICENSING
INDEPENDENT NETWORK B.V.

APPLICANTS

Upon Motion of Counsel for Merlin Music Limited (**Merlin Music**) and Music and Entertainment Rights Licensing Network B.V. (**Merlin BV**) the Applicants herein, pursuant to an Originating Notice of Motion dated the 6th day of November 2019.

And on reading the said Originating Notice of Motion, the Affidavit of Charles Lexton filed on the 6th day of November 2019 and the Supplemental Affidavit of Charles Lexton and Affidavit of Aidan Dooley filed on the 6th day of December 2019 the documents and exhibits referred to in the said Affidavits including (1) the certificate from the competent authority in the Netherlands confirming that Merlin B.V. has completed the pre-merger requirements under the Dutch Civil Code which implements, in the Netherlands Directive (EU) 2019/1132



of the European Parliament and of the Council of 14 June 2017 relating to certain aspects of company law (codification) and (2) the exhibit confirming the Applicants' compliance with the directions of this Court to advertise the hearing of the Originating Notice of Motion.

And upon reading the Certificate of this Honourable Court dated the 11th day of November 2019 certifying that Merlin Music has completed properly the pre-merger requirements in respect of the proposed cross-border merger (the **Merger**) to be entered into with Merlin B.V. for the purposes of the European Communities (Cross-Border Mergers) Regulations 2008, as amended and supplemented (the **Irish Regulations**).

And upon hearing said Counsel

And no other person appearing on behalf of any creditor or member of, or other interested party in, Merlin Music and Merlin B.V.

THE COURT DOTH MAKE AN ORDER pursuant to Regulation 14 of the Irish Regulations, confirming scrutiny of the legality of the Merger between Merlin Music and Merlin B.V. as regards that part of the procedure which concerns the completion of the Merger.

AND THE COURT DOTH ORDER that pursuant to Regulation 14 of the Irish Regulations, the Merger shall take effect at 00:01am (Irish time) on 1 January 2020.

A COPY WHICH I ATTEST


.....
FOR REGISTRAR

MARIANNE WHITE
REGISTRAR

Date of Perfection: 11th December 2019

A&L Goodbody
Solicitors for the Applicants



An tSeirbhís Chúirteanna
Courts Service

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



11th December 2019

Re: In the matter of a Merger between MERLIN MUSIC LIMITED (MERLIN MUSIC) AND MUSIC AND ENTERTAINMENT RIGHTS LICENSING NETWORK BV (MERLIN BV)
High Court Record Number 2019/ 411 COS (2019 No. 158 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 11th day of December 2019 in the High Court in the above matter under Regulation 14 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended).

Yours faithfully,

Marianne White
Registrar
High Court

Encl/

cc: A & L Goodbody Solicitors