



Gazette

ISSUE ID: 0000/2023/J/01
CROSS BORDER MERGER GAZETTE
18 January 2023

CRO GAZETTE, WEDNESDAY, 18 January 2023

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 11-JAN-23 AND 17-JAN-23							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
727569	Trinseo Ireland Global IHB Limited	Court Order	12/1/2023				
731654	DIH Dublin Innovation Holding Limited	CBM1	10/1/2023				

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 11 January 2023, concerning the proposed merger between the following companies:

Trinseo Ireland Global IHB Limited (registered in Ireland Company No. 727569) and

Trinseo Finance Luxembourg SARL Registered with the Luxembourg Register of Commerce and Companies under company number B15012.

A copy of the court order is attached.

Registrar of Companies



WEDNESDAY THE 21ST DAY OF DECEMBER 2022

BEFORE MR JUSTICE MCDONALD

IN THE MATTER OF TRINSEO IRELAND GLOBAL IHB LIMITED

AND IN THE MATTER OF AN APPLICATION UNDER REGULATION 13
OF THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS)
REGULATIONS 2008 (AS AMENDED) BY TRINSEO IRELAND GLOBAL
IHB LIMITED

AND IN THE MATTER OF TRINSEO IRELAND GLOBAL IHB LIMITED
AND TRINSEO FINANCE LUXEMBOURG SARL

AND IN THE MATTER OF AN APPLICATION UNDER REGULATION 14
OF THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS)
REGULATIONS 2008 (AS AMENDED) BY TRINSEO IRELAND GLOBAL
IHB LIMITED AND TRINSEO FINANCE LUXEMBOURG SARL

Upon Motion of Counsel for the above-named Trinseo Ireland Global IHB Limited (the “**Successor**”) and Trinseo Finance Luxembourg SARL (the “**Transferor**”) coming on for hearing this day for the reliefs hereinafter more particularly set out pursuant to the Originating Notice of Motion herein dated the 16th day of November 2022 and to an Order made on the 21st day of November 2022 and perfected on the 22nd day of November 2022 entering the within proceedings into the Commercial List for hearing, fixing the hearing date for hearing and making consequential directions, which said reliefs are as follows:—

1. An Order of the Court granting a certificate pursuant to Regulation 13 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the “**2008 Regulations**”) that the Successor has completed properly the pre-merger requirements specified in Regulations 5, 6, 7, 8, 9 and

10 of the 2008 Regulations in respect of a proposed cross-border merger by absorption (within the meaning of Regulation 2 of the 2008 Regulations) (the “**cross-border merger**”) between the Successor and the Transferor by which the Successor as the successor company acquires all assets and liabilities of the Transferor and as a consequence of which the Transferor is dissolved without going into liquidation;

2. Subject to the granting of the relief mentioned at paragraph (1), an order of the Court pursuant to Regulation 14 of the 2008 Regulations confirming scrutiny of the legality of the cross-border merger as regards that part of the procedure which concerns the completion of the cross-border merger and specifying, pursuant to Regulation 14(4) of the 2008 Regulations, the date on which the cross-border merger is to have effect; and
3. Such further or other Orders as to this Honourable Court may appear necessary or appropriate.

And the matter coming on for hearing this 21st day of December 2022 in the presence of Counsel for the Applicants

And on reading the said Originating Notice of Motion, the First and Second Affidavits of Johanna Frisch both filed on the 16th day of November 2022, the Third Affidavit of Johanna Frisch filed on the 16th day of December 2022, the Affidavit of Anya Gleichmann filed on the 19th day of December 2022, the Affidavit of Glen Rogers sworn on the 20th day of December 2022 and filed in Court on the 21st day of December 2022, the documents and exhibits referred to in the said Affidavits, the Certificate as to Appearances dated the 21st day of December 2022, and the said Order made on the 21st day of November 2022 and perfected on the 22nd day of November 2022

And there being no appearance on behalf of any creditor of the Successor or of the Transferor or on behalf of any other person

And on hearing said Counsel

THE HIGH COURT

THE COURT DOTH CERTIFY pursuant to Regulation 13 of the 2008 Regulations that the Successor has completed properly the pre-merger acts and formalities in respect of the proposed cross-border merger with the Transferor

AND THE COURT DOTH CONFIRM that it has completed the scrutiny of the legality of the cross-border merger as regards that part of the procedure which concerns the completion of the cross border merger and **DOTH SPECIFY** the time of 5.00pm Irish Standard Time (being 6.00pm Central European Time) on the 21st day of December 2022 as the time and date on which the merger is to have effect

AND THE COURT DOTH DIRECT that in accordance with Order 75, rule 26(5), of the Rules of the Superior Courts (as inserted by the Rules of the Superior Courts (Companies Act 2014) 2015, S.I. No.255 of 2015), an attested copy of this Order be sent by the Registrar of the Court to the Registrar of Companies by pre-paid registered post

Liberty to apply

MARIANNE WHITE

REGISTRAR

Perfected 21st December 2022

McCann FitzGerald LLP
Solicitors for the Applicants

BY 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 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 January 2023 of a proposed merger between the following companies:

DIH Dublin Innovation Holding Limited (registered in Ireland company number 731654) and

HIH Hamburg Innovation Holding GMBH

Registered with THE Commercial Register of the Local Court of Hamburg under number 156280.

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 DIH Dublin Innovation Holding Limited, 38 Upper Mount Street, Dublin 2, Dublin D02 PR89, 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 DIH Dublin Innovation Holding Limited, 38 Upper Mount Street, Dublin 2, Dublin ,D02 PR89, 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

7 3 1 6 5 4

CRO receipt date stamp & barcode

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

Company name

in full

DIH Dublin Innovation Holding 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:

38 Upper Mount Street, Dublin 2, Dublin, D02 PR89, Ireland

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

7 3 1 6 5 4

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

BORIS BECKMANN

Date 09 January 2023

Presenter details

note four

Person to whom queries can be addressed

Name

Arthur Cox LLP

Address

10 Earlsfort Terrace, Dublin 2, Ireland

Telephone number

Fax number

Email

cro@arthurcox.com

Reference number

Particulars of other
merging companies

Name of Company:

HIH Hamburg Innovation Holding GmbH

The registered office of the company:

c/o Brinkmann & Partner, Sechslingspforte 2, 22087 Hamburg, Germany

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

Limited liability company organised and existing under German law, having
it's registered office in Hamburg.

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 HIH Hamburg Innovation Holding
GmbH will transfer to DIH Dublin Innovation Holding Limited under universal
title pursuant to applicable German law. The creditors of HIH Hamburg
Innovation Holding GmbH may exercise their rights under applicable German
law, being the right to oppose to the Merger during the mandatory one month
waiting period which starts the day after the publication of the proposed
Merger in Germany.

DIH Dublin Innovation Holding Limited will only have one shareholder 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:

c/o Brinkmann & Partner, Sechslingspforte 2, 22087 Hamburg, Germany

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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:

Registered with the Commercial Register of the Local Court of
Hamburg under number 156280.