



Gazette

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CROSS BORDER MERGER GAZETTE
19 May 2021

CRO GAZETTE, WEDNESDAY, 19 May 2021

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 12-MAY-21 AND 18-MAY-21							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
562693	Trinseo Limited	CBM1	11/05/2021				

European Communities (Cross Border Merger) Regulations 2008

(Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, notice was received by the Registrar of Companies on 11 May 2021 of a proposed merger between the following companies:

Trinseo Limited (registered in Ireland company number 562693) and

Trinseo S.A.

Registered with the Luxembourg Trade and Company Register under number B 153.549

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 Trinseo Limited, Riverside One, Sir John Rogerson's Quay, Dublin 2, D02 X576

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 Trinseo Limited, Riverside One, Sir John Rogersons's Quay, Dublin 2, D02 X576 .

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



CRO receipt date stamp & barcode

Company number

5 6 2 6 9 3

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

Company name

in full

Trinseo 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:

Riverside One, Sir John Rogerson's Quay, Dublin 2, D02 X576

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

5 6 2 6 9 3

Legal form and law which governs the company:

Private company limited by shares registered under Part 2 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*

EWAN SCHNEIDER

Date

11 MAY 2021

Presenter details

note four

Person to whom queries can be addressed

Name

McCann FitzGerald

Address

Riverside One, Sir John Rogerson's Quay, Dublin 2, D02 X576

Telephone number

01 8290000

Fax number 018290010

Email

Ray.Hunt@mccannfitzgerald.com

Reference number SMF/41004894.1

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 10 of the European Communities (Cross Border Mergers) Regulations 2008, as amended (the "Regulations"), a special resolution of the shareholders of the Company is required to be passed approving the merger. Shareholders will be entitled to inspect the common draft terms of merger and directors' explanatory report (prepared by the boards of directors of the merging companies) at the registered office of the Company. The Company has one shareholder only and accordingly does not have any minority shareholders.
Creditors of the Company may exercise their rights under Regulation 15 of the Regulations and are entitled to be heard by the Irish High Court when the Court considers the effectiveness of the 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:

Riverside One, Sir John Rogerson's Quay, Dublin 2, D02 X576

Name of Company:

Trinseo S.A.

The registered office of the company:

26-28 rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of
Luxembourg

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

A public limited company (société anonyme) 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*

A general meeting of shareholders of Trinseo S.A. will be asked to approve the merger in accordance with the applicable requirements of Luxembourg law and the minutes of such meeting will be published in the Luxembourg official gazette ("RESA"). Luxembourg law does not contain any provisions, equivalent to Regulations 12(1) and (2) of the Regulations, designed to protect the interests of minority shareholders.
The creditors of Trinseo S.A. whose claims pre-date publication in the RESA of the minutes of the general meeting approving the merger shall be entitled within two months of said publication to exercise their rights to apply to court in Luxembourg for a summary judgment requiring the establishment of guarantees for any matured or unmatured debts in accordance with Art. 1021-9 of the Luxembourg law of 10 august 1915 on commercial companies, as amended from time to time. Upon the completion of the merger, the creditors of Trinseo S.A. shall become creditors of the Company pursuant to 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:

26-28 rue Edward Steichen, L-2540 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:

Registered with the Luxembourg Trade and Company Register
under number B 153.549

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