



Gazette

ISSUE ID: 0000/2023/J/13
CROSS BORDER MERGER 2 GAZETTE
21 June 2023

CRO GAZETTE, WEDNESDAY, 21 June 2023

| CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 14-JUN-23 AND 20-JUN-23 | | | | | | | |
|--|---------------------------------------|-------------------|-----------------|----------------|--------------|----------|-----------------|
| Company Number | Company Name | Document | Date of Receipt | Company Number | Company Name | Document | Date of Receipt |
| 731654 | DIH Dublin Innovation Holding Limited | Court Order | 14/6/2023 | | | | |
| 663709 | Sage Hill Public Limited Company | Societas Europaea | 20/06/2023 | | | | |

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 14 June 2023, concerning the proposed merger between the following companies:

DIH Dublin Innovation Holding Limited (registered in Ireland Company No. 731654) and
Hamburg Innovation Holding GMBH Registered with the Commercial Register of the Local Court of
Hamburg under number 156280.

A copy of the court order is attached.

Registrar of Companies

THE HIGH COURT

COMMERCIAL

2023 No. 75 COS

(2022 No. 31 COM)

THURSDAY THE 8TH DAY OF JUNE 2023

BEFORE MR JUSTICE QUINN

IN THE MATTER OF AN APPLICATION UNDER REGULATIONS 13 AND
14 OF THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS)
REGULATIONS 2008 AS AMENDED

AND IN THE MATTER OF DIH DUBLIN INNOVATION HOLDING
LIMITED and
HIH HAMBURG INNOVATION HOLDING GMBH

Applicants

The Originating Notice of Motion herein filed the 3rd day of May
2023 coming on for hearing before the Court this day pursuant to the Order of this
Court made the 8th day of May 2023 in the presence of Counsel for the Applicants

Whereupon and on reading the said Originating Notice of Motion
the Grounding Affidavit of Boris Beckmann filed the 3rd day of May 2023
grounding the said Originating Notice of Motion the Supplemental Affidavit of
Boris Beckmann filed the 8th day of June 2023 together with the exhibits to the said
Affidavits

And there being no attendance in Court by or on behalf of any
creditor or contributory of the Applicants or any other interested party

And on hearing said Counsel for the Applicants

THE COURT DOTH MAKE 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 by the Applicants (the "Merger") as regards that part of the
procedure which concerns the completion of the Merger



THE HIGH COURT

AND IT IS FURTHER ORDERED that pursuant to Regulation 14(4) of the Regulations the Merger shall take effect at 00.01a.m. (Irish time) on the 14th day of June 2023

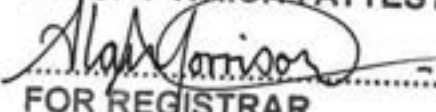
And the Court doth give the Applicants liberty to apply to the Court

REBECCA MOYNIHAN
REGISTRAR

Date of Perfection: 9 June 2023

Arthur Cox LLP
Solicitors for the Applicants

A COPY WHICH I ATTEST


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FOR REGISTRAR

COUNCIL REGULATION (EC) NO. 2157\2001 OF 8 OCTOBER 2001 ON THE STATUTE FOR A
EUROPEAN COMPANY (SE), EUROPEAN COMMUNITIES (EUROPEAN PUBLIC LIMITED-
LIABILITY COMPANY) REGULATIONS 2007 AND
THE COMPANIES ACT 2014

Notice is hereby given by the Directors of Sage Hill plc (a public limited company formed and registered in Ireland) and European Bank for Financial Services GmbH, which shortly prior to the merger described below will adopt the legal form of a stock corporation governed by German law and registered in Germany ("ebase"), pursuant to Article 21 of the above Council Regulation and section 1135(1) of the Companies Act, 2014 that draft terms of merger were filed in the Companies Registration Office (CRO) on 19 June 2023, indicating that, subject to, *inter alia*, the granting by the High Court of an Order pursuant to Article 25(2) of the SE Regulation conclusively attesting to the completion of the pre-merger acts and formalities by Sage Hill Plc, Sage Hill Plc will be merged with ebase (together, the "Merging Companies") under Article 2(1) of the above Council Regulation (the "SE Regulation") (the "Merger") thereby forming a Societas Europaea, which will be registered in Germany.

The following particulars, having been supplied to the Registrar of Companies with the said draft terms of merger, are hereby published as required by Article 21 of the SE Regulation:

- (A) Sage Hill Plc is registered in Ireland as a public limited company with registered number 663709 and registered office at Block C, Irish Life Centre, Lower Abbey Street, Dublin 1, Ireland.
- (B) Currently, ebase – in the legal form of a German limited liability company (*Gesellschaft mit beschränkter Haftung* - GmbH) – with its registered office in Aschheim, Germany and business address in Bahnhofstraße 20, 85609 Aschheim, Germany, is registered with the Handelsregister of the local court of Munich under HRB 141740.
- (C) At the time of the Merger, ebase will be in the legal form of a stock corporation governed by German law. Its registered office will remain in Aschheim, Germany and business address will be in Bahnhofstraße 20, 85609 Aschheim, Germany. The Handelsregister of the local court of Munich will allocate a new register number upon completion of the change of legal form.
- (D) Sage Hill Plc maintains its company filings in the CRO under registered number 663709 in accordance with Article 3(3) of Directive 2009/101/EC.
- (E) At the time of the Merger, ebase, in the legal form of a stock corporation governed by German law, will maintain its company filings in the Handelsregister of the local court of Munich in accordance with Article 3(3) of Directive 2009/101/EC.
- (F) A creditor of Sage Hill plc, who can credibly demonstrate that (i) the proposed Merger between the Merging Companies would be likely to put the satisfaction of any debtor claim that creditor may have against Sage Hill plc at risk and (ii) no adequate safeguards have been obtained from Sage Hill plc or ebase in respect of that creditor, may have a right to attend before the High Court of Ireland and object to Sage Hill plc's intended application under Article 25 of the SE Regulation for a certificate conclusively attesting to the completion of the pre-merger acts and formalities prescribed by the SE Regulation. Sage Hill plc reserves its right to challenge the standing of any such creditor to attend before the High Court of Ireland and object to its intended application under Article 25 of the SE Regulation. Free information on arrangements in place for creditors of Sage Hill plc can be obtained from: McCann FitzGerald LLP, Riverside One, Sir John Rogerson's Quay, Dublin 2, Ireland (ref: SAF/CEM).
- (G) The draft merger terms concerning the planned merger by acquisition of Sage Hill Plc into ebase as acquiring legal entity, which will assume the legal form of a stock corporation under German law prior to the merger by way of change of legal form, will be submitted to the registration court.

- (H) Security will be provided to the creditors of ebase if they can demonstrate within a period of six months after the day on which the entry of the Merger in the commercial register of the Local Court of Munich has been published that the fulfilment of their claim is adversely affected by the Merger. Free information can be obtained from: European Bank for Financial Services GmbH (ebase), Bahnhofstraße 20, 85609 Aschheim, Germany.
- (I) Sage Hill Plc has, and ebase will at the time of the Merger have, a single shareholder and accordingly there will be no minority shareholders in any of the Merging Companies at the time of the Merger. Therefore, it has not been necessary to make any arrangements in accordance with Article 24 of the SE Regulation for the exercise of the rights of minority shareholders of the Merging Companies.
- (J) Once the Merger is complete the resulting Societas Europaea, FNZ Bank SE, will have its registered office at Aschheim, Germany.

Registrar of Companies