



Gazette

ISSUE ID: 0000/2023/J/03
CROSS BORDER MERGER GAZETTE
22 March 2023

CRO GAZETTE, WEDNESDAY, 22 March 2023

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 15-MAR-23 AND 21-MAR-23							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
727348	Avia Solutions Group (ASG) Public Limited Company	CBM1	30/1/2023				

European Communities (Cross Border Merger) Regulations 2008

Notice is hereby given that in accordance with Regulation 8 (1) 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 26 July 2022, concerning the proposed merger between the following companies:

Re: Aviva Solutions Group (ASG) Public Limited Company (registered in Ireland Company No. 727348) and

Aviva Solutions Group Public Limited Company registered with the Cyprus Register of Companies under company number HE380586.

A copy of the court order is attached.

Registrar of Companies

SR 1651293



7522525

THE HIGH COURT

2022 No. 271 COS

(2023 No 1 COM)

FRIDAY THE 10th DAY OF FEBRUARY 2023

BEFORE MR JUSTICE MCDONALD

IN THE MATTER OF AN APPLICATION UNDER REGULATION 13 OF
THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS)
REGULATIONS 2008 (SI 157/2008)

AVIA SOLUTIONS GROUP (ASG) PLC

APPLICANT

AND

IN THE MATTER OF AN APPLICATION UNDER REGULATION 14
OF THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS)
REGULATIONS 2008 (SI157/2008)

AVIA SOLUTIONS GROUP (ASG) PLC AND AVIA SOLUTIONS GROUP
PLC

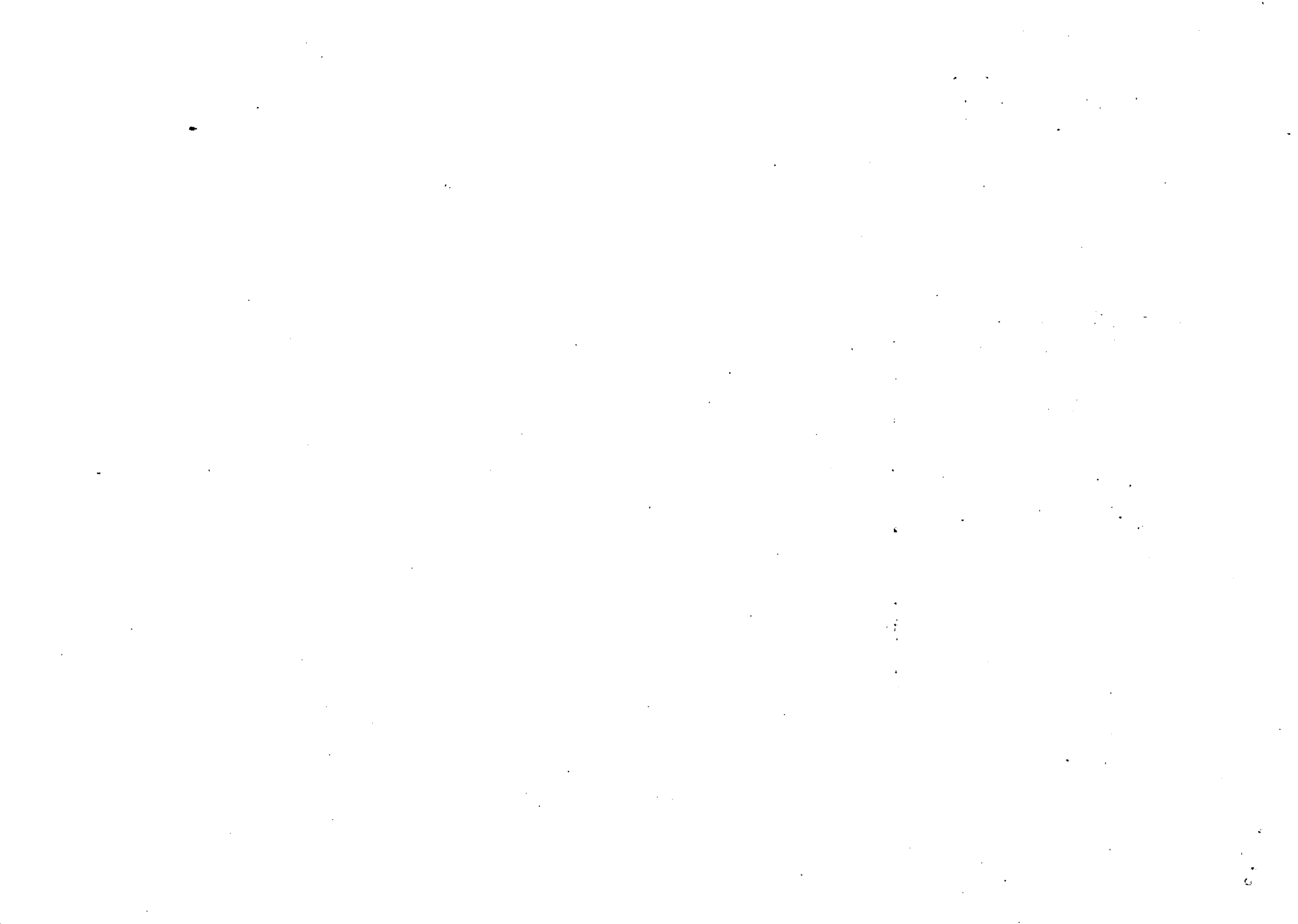
APPLICANTS

AND

IN THE MATTER OF PROPOSED CAPITAL REDUCTION PURSUANT
TO SECTIONS 84 AND 85 OF THE COMPANIES ACT 2014

AVIA SOLUTIONS GROUP (ASG) PLC

APPLICANT



The Motions of Counsel for Avia Solutions Group (ASG) Plc (**Avia Ireland**) and Avia Solutions Group Plc ("**Avia Cyprus**") (collectively the **Merging Companies**) pursuant to an Originating Notice of Motion filed on the 21st day of December 2022 seeking inter alia (1) an Order, on the application of Avia Ireland, pursuant to Regulation 13 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the **Regulations**) for the issue of a certificate that Avia Ireland had completed properly all pre-merger requirements with regards to a merger with Avia Cyprus (the **Merger**); (2) an Order, on the application of the Merging Companies, pursuant to Regulation 14 confirming scrutiny of the legality of the Merger as regards that part of the merger procedure which concerns the completion of the Merger and (3) an application by Avia Ireland for confirmation of a proposed capital reduction pursuant to section 83 of the Companies Act 2014, as amended (the **Capital Reduction**) (the **2014 Act**) coming on for hearing this day in the presence of Counsel for the Merging Companies

And upon reading the said Originating Notice of Motion herein which issued on the 28th day of October 2022 the Affidavit of Jonas Janukénas sworn the 14th day of December 2022 the affidavit of Peter Gallagher sworn on the 13th January 2023 the affidavit of David McGuinness sworn on the 15th January 2023, the Order of Mr Justice McDonald of the 16th of January 2023 the Second Affidavit of Jonas Janukénas sworn the 3rd day of February 2023 and the documents and exhibits therein referred to including copies of the "Relevant Publications" (as exhibited at Tab 2 of the Folder to the Second Affidavit of Mr Janukénas) containing an advertisement of the date and time appointed for the hearing of the above mentioned applications, including the Merging Companies' application for an Order pursuant to Regulation 14 of the Regulations confirming scrutiny of the legality of the proposed cross-border merger between the Merging Companies



THE HIGH COURT

And the said Originating Notice of Motion herein having come on for hearing today Friday 10th February 2023 at 10.30 am

THE COURT DOTH CERTIFY that Avia Ireland, as the successor company, has completed properly the pre-merger requirements within the meaning of Regulation 13 of the Regulation for a merger with Avia Cyprus, and **HEREBY DIRECTS** that a pre-merger certificate in the form prescribed by Order 75 Rule 21 of the Superior Court Rules issue to Avia Ireland as confirmation of such

And the said Certificate having issued

And no other person attending on behalf of any creditor, member or other interested party of the Merging Companies *

AND THE COURT being satisfied that the conditions set out in Regulation 14(3) of the Regulations have been met

AND THE COURT noting that a condition for the coming into effect of the Merger was as follows:

"The Irish Court has confirmed, pursuant to section 86 of the Irish Companies Act 2014 that, subject to and on condition upon the Merger becoming effective, the authorised and issued share capital of the Successor Company be reduced by way of the 86,207 Ordinary Shares (each issued and credited as fully paid up) currently held by the Transferor Company being cancelled, which Ordinary Shares shall not be



cancelled unless and until the said Ordinary Shares shall have been first acquired by the successor company upon the merger becoming effective."

AND THE COURT being satisfied to confirm the said proposed reduction of capital by way of further and separate order of today's date

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 00:01 (Greenwich Mean Time) on the 1st Day of March 2023

Liberty to the Merging Companies to apply

REBECCA MOYNIHAN
REGISTRAR
Perfected 28 FEBRUARY 2023

Dentons Ireland LLP
Solicitors for the Applicants

A COPY WHICH I ATTEST

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FOR REGISTRAR

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