



# Gazette

**ISSUE ID:** 0000/2020/J/12

**CROSS BORDER MERGER GAZETTE**

23rd September 2020

CRO GAZETTE, WEDNESDAY, 23<sup>rd</sup> September 2020

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 09-Sept-20 AND 22-SEPT-20							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
537603	Yalart Holdings Limited	CBM1	18/09/2020				
537603	Yalart Holdings Limited	CBM1	18/09/2020				

## **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 17 September 2020 of a proposed merger between the following companies:

Yalart Holdings Limited (registered in Ireland company number 537603) and

Parma Investments B.V. Limited  
Registered with the Dutch Trade Register registration number 34177819.

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](http://www.cro.ie)

The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 9.30 am and 5.00 p.m at the registered office of Yalart Holdings Limited, 3<sup>rd</sup> Floor, Setanta Centre, Nassau Street, Dublin 2

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 9.30 a.m and 5.00 p.m. at the registered office of Yalart Holdings Limited, 3<sup>rd</sup> Floor, SetantaCentre, Nassau Street, Dublin 2.

Registrar of Companies



**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:

The merger will be effected as a merger by absorption of Parma Investments B.V into Yalart Holdings Limited.
Creditors of Yalart Holdings Limited may exercise their rights under Regulation 15 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the "Regulations") and are entitled to be heard in relation to the confirmation by the Irish Court of the merger.
Regulation 12 of the Regulations (Purchase of Minority Shares) does not apply as Yalart Holdings Limited is not a transferor company. A special resolution of the sole shareholder of Yalart Holdings Limited will be passed to approve 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:

Yalart Holdings Limited
3rd Floor, Setanta Centre, Nassau Street, Dublin 2, D02 Y898, Ireland

**Particulars of other  
merging companies**

Name of Company:

Parma Investments B.V.

The registered office of the company:

Prins Bernhardplein 200, 1097 JB Amsterdam  
The Netherlands

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

Besloten vennootschap met beperkte aansprakelijkheid  
Governed by the laws of the Netherlands

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 creditors of Parma Investments B.V. will transfer to Yalart Holdings Limited pursuant to Regulation 19 of the Regulations.

Creditors of Parma Investments B.V. and Yalart Holdings Limited may oppose the merger in accordance with article 2:316(2) of the Dutch Civil Code.

Parma Investments B.V. is a wholly-owned subsidiary of Yalart Holdings Limited and does not have any minority shareholders.

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:

Parma Investments B.V.

Prins Bernhardplein 200, 1097 JB Amsterdam

The Netherlands

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:

Dutch Trade Register

Registration Number: 34177819



## **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](http://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](http://www.cro.ie) OR BY E-MAIL [info@cro.ie](mailto:info@cro.ie)**

## **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 17 September 2020 of a proposed merger between the following companies:

Yalart Holdings Limited (registered in Ireland company number 537603) and

Kanev B. V.

Registered with the Dutch Trade Register registration number 34178448.

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](http://www.cro.ie)

The Common Draft Terms of the proposed merger are available for inspection on business days between the hours of 9.30 am and 5.00 p.m at the registered office of Yalart Holdings Limited, 3<sup>rd</sup> Floor, Setanta Centre, Nassau Street, Dublin 2

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 9.30 a.m and 5.00 p.m. at the registered office of Yalart Holdings Limited, 3<sup>rd</sup> Floor, SetantaCentre, Nassau Street, Dublin 2.

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

5 3 7 6 0 3



7579093

CRO receipt date stamp & barcode

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

Company name

*in full*

Yalart Holdings 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*

3rd Floor, Setanta Centre, Nassau Street, Dublin 2, D02 Y898, Ireland

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:

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

5 3 7 6 0 3

Legal form and law which governs the company:

Private company limited by shares governed by the laws of Ireland

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

*Declan Sheeran*

Name *in block letters or typescript*

Declan Sheeran

Date

15 September 2020

Presenter details

*note four*

Person to whom queries can be addressed

Name

A&L Goodbody Solicitors

Address

North Wall Quay, IFSC, Dublin 1, Ireland

Telephone number

01 649 2734

Email

kmcconchie@algoodbody.com

Fax number 01 649 2649

Reference number 01420429

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:

The merger will be effected as a merger by absorption of Kanev B.V. into Yalart Holdings Limited.
Creditors of Yalart Holdings Limited may exercise their rights under Regulation 15 of the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the "Regulations") and are entitled to be heard in relation to the confirmation by the Irish Court of the merger.
Regulation 12 of the Regulations (Purchase of Minority Shares) does not apply as Yalart Holdings Limited is not a transferor company. A special resolution of the sole shareholder of Yalart Holdings Limited will be passed to approve 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:

Yalart Holdings Limited
3rd Floor, Setanta Centre, Nassau Street, Dublin 2, D02 Y898, Ireland

**Particulars of other  
merging companies**

Name of Company:

Kanev B.V.

The registered office of the company:

Prins Bernhardplein 200, 1097 JB Amsterdam  
The Netherlands

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

Besloten vennootschap met beperkte aansprakelijkheid  
Governed by the laws of the Netherlands

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 creditors of Kanev B.V. will transfer to  
Yalart Holdings Limited pursuant to Regulation 19 of the Regulations.

Creditors of Kanev B.V. and Yalart Holdings Limited may oppose the merger  
in accordance with article 2:316(2) of the Dutch Civil Code.

Kanev B.V. is a wholly-owned subsidiary of Yalart Holdings Limited and does  
not have any minority shareholders.

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:

Kanev B.V.

Prins Bernhardplein 200, 1097 JB Amsterdam

The Netherlands

If the Company is an Irish Company, Information relating to the Company is kept by the Registrar under registered number:

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*note one*

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:

Dutch Trade Register

Registration Number: 34178488



## **NOTES ON COMPLETION OF FORM CBM1**

**These notes should be read in conjunction with the relevant legislation.**

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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](http://www.core.ie).

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### *CRO address*

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

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