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COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID: 0000/2022/J/17
CROSS BORDER MERGER GAZETTE
24 August 2022

CRO GAZETTE, WEDNESDAY, 24 August 2022

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 16-AUG-22 AND 23-AUG-22							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
308967	Anima Asset Management Limited	CBM1	22/8/2022				

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 18 August 2022 of a proposed merger between the following companies:

Anima Asset Management Limited (registered in Ireland company number 308967) and

Anima Alternative SGR S.p.a.

Registered with the Register of Companies, Milan. Registration Number 11192050968

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 Anima Asset Management Limited, 10th Floor, Block A, 1 Georges Quay Plaza, Dublin 2, 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 Anima Asset Management Limited, 10th Floor, Block A, 1 Georges Quay Plaza, Dublin 2, 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

3 0 8 9 6 7

CRO receipt date stamp & barcode

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

Company name

in full

ANIMA Asset Management 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:

10th Floor, Block A, 1 George's Quay Plaza, Dublin 2, Ireland

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

3 0 8 9 6 7

Legal form and law which governs the company:

Company limited by shares governed by the Irish 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*

Agostino Ricucci

Agostino Ricucci

Date

18 August 2022

Presenter details

note four

Person to whom queries can be addressed

Name

A&L Goodbody Solicitors

Address

North Wall Quay, IFSC, Dublin 1

Telephone number

01 649 2256

Fax number 01 649 2649

Email

bhosty@algoodbody.com

Reference number 01439514

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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 acquisition of ANIMA Asset Management Limited (the "Company") into Anima Alternative SGR S.p.A. ("AASGR"). Neither the Company nor AASGR have any minority members.
Upon completion of the proposed cross-border merger, creditors of the Company will become creditors of AASGR and their claims and rights as creditors will not otherwise be affected.
Creditors of the Company do not have a statutory right under the European Communities (Cross-Border Mergers) Regulations 2008 to make representations before the Irish High Court in connection with the proposed cross-border merger. The Company has not made any specific arrangements for creditors as it does not believe it is necessary to do so and no such arrangements are required by the Regulations.

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:

ANIMA Asset Management Limited
10th Floor, Block A, 1 George's Quay Plaza, Dublin 2, Ireland

Particulars of other merging companies

Name of Company:

Anima Alternative SGR S.p.A.

The registered office of the company:

Corso Giuseppe Garibaldi 99, 20121 Milan, Italy

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

Joint Stock Company incorporated in and governed by the laws of Italy

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies: *note five*

Neither the Company nor AASGR have any minority members.

Upon completion of the proposed cross-border merger, creditors of the Company will become creditors of AASGR and their claims and rights as creditors will not otherwise be affected.

Pursuant to Italian law, following the filing of the minutes of the EGM of AASGR approving the cross-border merger with the competent Italian Companies' Register, the creditors and bondholders, if any, of the Company and AASGR have a 60 day period to challenge the merger, save for the exemptions provided under applicable Italian laws.

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:

Anima Alternative SGR S.p.A

Corso Giuseppe Garibaldi 99, 20121 Milan, Italy

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:

Register of Companies, Milan

Registration Number: 11192050968

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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

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