

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID:000/2019/J/26

CROSS BORDER MERGER GAZETTE

26th June 2019

CRO GAZETTE, WEDNESDAY, 26th JUNE 2019

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 17-JUNE-19 AND 25-JUNE-19							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
510317	TLD Registry Limited	CBM1	18/06/2019				
518160	Fortum Finance Ireland Designated Activity Company	Court Order	17/06/2019				

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 June 2019 of a proposed merger between the following companies:

TLD Registry Limited (registered in Ireland company number 510317) and

TLD Registry Limited OY

Registered with the Finnish Patent and Registration Office, Trade Register, Sörnäisten rantatie, 13 C, 00091 PRH.

Registration Number 2883989-5

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 9.30 am and 5.00 pm at the registered office of TLD Registry Limited, 6th Floor, 2 Grand Canal Square, Dublin 2, Ireland.

The Directors' Explanatory Report relating to the Merger is available for inspection on business days between the hours of 9.30a.m and 5.00 pm at the registered office of TLD Registry Limited, 6TH Floor, 2 Grand Canal Square, 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



CRO receipt date stamp & barcode

Company number

5 1 0 3 1 7

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

Company name

in full

TLD Registry 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:

6th Floor, 2 Grand Canal Square, Dublin 2, Ireland.

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

5 1 0 3 1 7

Legal form and law which governs the company:

Private company limited by shares under 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*

JARI TUOVINEN

Date

JUN-17, 2019

Presenter details

note four

Person to whom queries can be addressed

Name

William Fry

Address

2 Grand Canal Square, Dublin 2, Ireland

Telephone number

01 639 5000

Fax number

Email

fiachra.cork@williamfry.com

Reference number 021677.0009

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:

Please see Part 1 of the attached continuation sheet.

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:

TLD Registry Limited, 6th Floor, 2 Grand Canal Square, Dublin 2, Ireland.

Particulars of other merging companies

Name of Company:

TLD Registry Limited OY

The registered office of the company:

Punavuorenkatu 15 A 10, 00150 Helsinki

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

Private limited company incorporated in Finland and governed by the Finnish Limited Liability Companies Act (624/2006) as amended and supplemented.

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

Please see Part 2 of the attached continuation sheet.

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:

Punavuorenkatu 15 A 10, 00150 Helsinki

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

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:

Registration number: 2883989 - 5

Register: Finnish Patent and Registration Office, Trade Register,
Sörnäisten rantatie 13 C, 00091 PRH

Particulars of other merging companies

Name of Company:

N/A

The registered office of the company:

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

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

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:

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:

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

TLD REGISTRY LIMITED

Attachment to Form CBM1

Part 1

"A general meeting of the members of TLD Registry Limited (the "**Company**") will be held to consider and approve the proposed cross-border merger between TLD Registry Limited (the "**Company**") and the other merging company, TLD Registry Limited OY ("**TLD Finland**") (the "**Merger**"), pursuant to Regulation 10 of the European Communities (Cross-Border Mergers) Regulations 2008 as amended (the "**Regulations**"). All members of the Company shall be permitted to inspect the relevant merger documents including the common draft terms of merger at the registered office of the Company. If the Merger becomes effective, all assets and liabilities of the Company will transfer to TLD Finland by operation of law pursuant to the Regulations. The existing members of the Company will be issued shares in TLD Finland in exchange for the transfer of the assets and liabilities of the Company. Pursuant to Regulation 12 of the Regulations, each member of the Company that does not approve of the Merger at the general meeting of the Company has the option of requesting that TLD Finland acquire its shares in the Company for cash.

Creditors of the Company do not have a statutory right under the Regulations to make representations before the High Court of Ireland in connection with the Merger. However, any unresolved written representations received from creditors of the Company before 5pm (Irish time) on 29 July 2019 will be brought to the Irish court's attention. If the Merger becomes effective, all rights and obligations of the creditors of the Company will transfer to TLD Finland by operation of law and they will be entitled to exercise their rights under Regulation 15 of the Regulations."

Part 2

"The auditor of the TLD Registry Limited OY ("**TLD Finland**") has given a statement pursuant to which the proposed cross-border merger between TLD Registry Limited (the "**Company**") and TLD Finland (the "**Merger**") does not compromise the repayment of the current debts of TLD Finland. Therefore, in accordance with Finnish Limited Liability Companies Act (624/2006) as amended and supplemented, no further arrangements are required with respect to the creditors of TLD Finland.

Since the Company owns 100% of the shares of TLD Finland, there are no minority members."

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 17 June 2019, concerning the proposed merger between the following companies:

Fortum Finance Ireland Designated Activity Company (registered in Ireland Company No.518160)
and

Fortum Project Finance NV. Registered with the Belgian Crossroads Bank for Enterprises.
Registration number 0879.310.740

A copy of the court order is attached.

Registrar of Companies

518160

THE HIGH COURT

COMMERCIAL

2019 No. 142 COS
(2019 58 COM)

TUESDAY THE 4th DAY OF JUNE 2019
BEFORE MR JUSTICE BARNVILLE



IN THE MATTER OF FORTUM FINANCE IRELAND
DESIGNATED ACTIVITY COMPANY
and
IN THE MATTER OF FORTUM PROJECT FINANCE NV
and
IN THE MATTER OF APPLICATIONS PURSUANT TO
REGULATIONS 13 AND 14 OF THE EUROPEAN
COMMUNITIES (CROSS-BORDER MERGERS)
REGULATIONS 2008
FORTUM FINANCE IRELAND DESIGNATED ACTIVITY
COMPANY AND FORTUM PROJECT FINANCE NV

APPLICANTS

Upon Motion of Counsel for Fortum Finance Ireland Designated Activity Company (**Fortum Ireland**) pursuant to an Originating Notice of Motion dated the 24th day of April 2019, (the **Originating Notice of Motion**) for a certificate pursuant to Regulation 13 of the European Communities (Cross Border Mergers) Regulations 2008 (the **Irish Regulations**) that the Court is satisfied that Fortum Ireland has completed the pre-merger requirements under a proposed cross border merger (the **Merger**) to be entered into between Fortum Ireland and Fortum Project Finance NV (**Fortum NV**), the second mentioned Applicant herein, upon the terms of the Common Draft Terms of Merger (the **Common Draft Terms**), which is set forth in the Annex to the said Originating Notice of Motion.

And thereafter upon Motion of Counsel for Fortum Ireland and Fortum NV for an order pursuant to Regulation 14 of the Irish Regulations confirming scrutiny of the legality of the **Merger** as regards that part of the procedure which concerns the completion of the Merger, so that Fortum Ireland and Fortum NV may



merge upon the terms of the Common Draft Terms and Fortum Ireland shall be the "Successor Company" as defined in the Irish Regulations.

And on reading the said Originating Notice of Motion, the Affidavit of John Turner filed on the 24th day of April 2019 and the Supplemental Affidavit of John Turner filed on the 29th day of May 2019 the documents and exhibits referred to in the said Affidavits including the certificate from the competent authority in Belgium confirming that Fortum NV has completed the pre-merger requirements under the Belgian Companies Code which implements, in Belgium, Directive 2009/109/EC of the European Parliament and of the Council of 26 September 2009, amending Council Directives 77/91/EEC, 78/855/EEC and 82/891/EEC, and Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on Cross-Border Mergers of Limited Liability Companies and the Affidavit of Ronan Lyons filed on the 29th day of May 2019 and the exhibit thereto confirming the Applicants' compliance with the directions of this Court to advertise the hearing of the Originating Notice of Motion.

And upon hearing said Counsel

And no other person appearing on behalf of any creditor or member of, or other interested party in, Fortum Ireland and Fortum NV.

In respect of the application of Fortum Ireland, **THE COURT DOTH CERTIFY** that Fortum Ireland, as the successor company for the purpose of the Merger, has completed the pre-merger requirements of the Irish Regulations within the meaning of Regulation 13 thereof for the said Merger and **HEREBY DIRECTS** that a pre-merger certificate in the form prescribed by Order 75 Rule 21 of the Rules of the Superior Courts (**the Pre-Merger Certificate**) issue to Fortum Ireland as confirmation of such.

And the said Pre-Merger Certificate having so issued and been considered by the Court,

In respect of the joint application of Fortum Ireland and Fortum NV, **THE COURT DOTH MAKE AN ORDER** pursuant to Regulation 14 of the Irish Regulations, confirming scrutiny of the legality of the Merger between Fortum Ire-

land and Fortum NV as regards that part of the procedure which concerns the completion of the Merger.

AND THE COURT DOTH ORDER that pursuant to Regulation 14 of the Irish Regulations, the Merger shall take effect at 00.01am (Irish time) on the 1st day of July 2019.

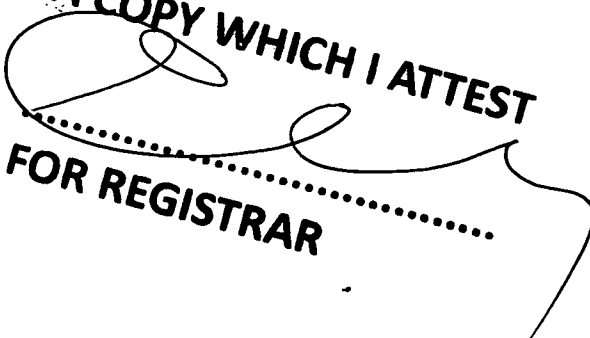
And the Court doth give liberty to apply.

Jane Farnon

REGISTRAR

Date of Perfection: 4th June 2019

A&L Goodbody
Solicitors for the Applicants

A COPY WHICH I ATTEST

FOR REGISTRAR